FADE IN:

EXT. HOBBITON - DAY

WIDE ON: The sun rises over the village of HOBBITON. A dense, orange glow is cast against the LITTLE RIVERS and ROLLING HILLS.

EXT. BAG END - HOBBITON - DAY

CLOSE ON: A SMOKE RING floats in the morning sky. It wavers gently in the wind, tranquil.

Suddenly, it collapses with a POP and transforms into a SMOKE MOTH.

The moth FLUTTERS into the face of curly-haired hobbit BILBO BAGGINS. The puff of smoke wakes him from his reverie. He notices a grey figure standing in front of him.

CLOSE ON: The wizard GANDALF THE GREY stands before Bilbo's FENCE, watching.

CLOSE ON: Bilbo seems startled.

    BILBO
    Good morning.
    
    GANDALF
    What do you mean? Do you mean to wish me a good morning, or do you mean that it is a good morning whether I want it or not? Or, perhaps you mean to say that you feel good on this particular morning, or are you simply stating that this is a morning to be good on?
    
    BILBO
    All of them at once, I suppose?

Gandalf gives Bilbo a disapproving look. Bilbo looks simply bewildered.

(CONTINUED)
BILBO (CONT'D)
I'm sorry, can I help you?

GANDALF
That remains to be seen. I'm looking for someone to share in an adventure.

Bilbo's PIPE drops from his mouth.

BILBO
An adventure? Now I don't imagine anyone west of Bree would have much interest in adventures. Nasty, disturbing, uncomfortable things. Make you late for dinner!

WIDE ON: Bilbo gets up and checks his mailbox.

ANGLE ON: He grabs some LETTERS and ENVELOPES and sorts through them. After sparing Gandalf a brief glance, he turns to leave.

BILBO (CONT'D)
Good morning.

GANDALF
To think that I should have lived to be good-morninged by Belladonna Took's son as if I were selling buttons at the door.

Bilbo whips around, startled at the mention of his mother.

BILBO
Beg your pardon?

GANDALF
You've changed, and not entirely for the better, Bilbo Baggins.

BILBO
I'm sorry, do I know you?

GANDALF
Well, you know my name, although you don't remember I belong to it. I'm Gandalf and Gandalf means me!

A look of recognition flashes across Bilbo's face. His lips curl into a smile.

(CONTINUED)
BILBO
Not Gandalf, the wandering wizard, who made such excellent fireworks!
Old Took used to have them on Mid-Summer's Eve!
(beat)
I had no idea you were still in business.

CLOSE ON: Gandalf gives Bilbo a scathing look.

GANDALF
And where else should I be?

BILBO
Well...

Bilbo's voice awkwardly TRAILS OFF. Sheepish, Bilbo takes another whiff of his pipe.

GANDALF
Well, I'm pleased to find you remember something about me, even if it's only my fireworks. Well then, that's decided. It will be very good for you and most amusing for me. I shall inform the others.

ANGLE ON: Bilbo grows pale with shock. He retreats further towards Bag End.

BILBO
Inform the who? What? No, no, no! We do not want any adventures here, thank you! Not today! I suggest you try somewhere over the hill or across the water! Good morning!

In frustration, Bilbo storms into his home.

INT. HALLWAY - BAG END - DAY

WIDE ON: Bilbo bolts the door shut behind him. Relieved, he leans on it, catching his breath.

Suddenly, he hears a mysterious SCRAPPING NOISE on his door. Bilbo listens closely, WONDERING.
CLOSE ON: The noise is Gandalf, drawing a GLOWING RUNE onto Bilbo's door with the edge of his STAFF.

INT. HALLWAY - BAG END - DAY

Alarmed, Bilbo rushes to his window. He peers outside and sees nothing but blue sky.

Suddenly, Gandalf's EYE is staring back at him through the glass. Bilbo jumps back in fright, hiding out of sight.

Gandalf lingers outside the window, before turning and leaving. Bilbo reenters the hallway and looks out of the window. He sees Gandalf hurrying away from Bag End.

WIDE ON: Bilbo scurries toward the marketplace, a crazed look in his eyes.

Numerous TENTS AND PAVILIONS are set up around the market. Under their roofs, FOOD, DRINK, AND OTHER ITEMS are sold.

DOZENS OF HOBBITS waltz around the site, CHATTERING amongst themselves. The women laugh, the men drink and the children play.

ANGLE ON: A FISHERHOBBIT hands Bilbo his PACKAGED GOODS.

    BILBO
    Thank you.

Bilbo hurries away from the marketplace, eager to return home. Just to be sure, Bilbo peers over his shoulder. Nothing is there.

He looks back to the road before him, finding an elderly hobbit, MASTER WORRYWORT, wheeling a cart towards him. Worrywort pauses when he sees Bilbo.

    WORRYWORT
    Hello, Mr. Bilbo! Here!

Worrywort holds up a LARGE, ROUND PLANT in front of Bilbo.

    WORRYWORT (CONT'D)
    Have a feel of me tubers. Nice and firm they are. Just came in from West Farthing!

Bilbo gives the plant a brief touch.

(CONTINUED)
BILBO
Very impressive, Master Worrywort.
Now, I don't suppose you've seen a wizard lurking about these parts?

WORRYWORT
Tall fellow, long grey beard, pointy hat. Can't say I have.

As Worrywort speaks, Bilbo spots the TIP OF A GREY HAT moving behind a tent.

He sprints away from the marketplace, leaving Worrywort behind. Bilbo hides himself next to a STONE BRIDGE, watching as the hat makes its way past the tent.

The hat rounds a corner. It was only a BASKET OF GREY WOOL. Bilbo steps out from the bridge, dazed.

EXT. BAG END - HOBBITON - NIGHT

WIDE ON: The sun creeps beneath the trees. One single, DRUNK HOBBIT stumbles past Bag End, carrying a FLAGON OF WINE in his hand.

SUPER: AN UNEXPECTED JOURNEY

INT. KITCHEN - BAG END - NIGHT

CLOSE ON: Two fish SIZZLE on a frying pan.

ANGLE ON: Bilbo loads them onto his plate, dressed in his night-time robes. He settles down at the table, tucks a napkin into his collar and begins to season his meal.

EXT. BAG END - HOBBITON - NIGHT

CLOSE ON: The rune on the door GLIMMERS in the night. The SHADOW OF A DWARF spreads over the door.

INT. KITCHEN - BAG END - NIGHT

WIDE ON: From outside, the DOORBELL RINGS. Bilbo looks up in surprise.

INT. HALLWAY - BAG END - NIGHT

ANGLE ON: Bilbo opens his door. He finds a bald, muscular dwarf, DWALIN, standing at his doorstep. He greets Bilbo with a slight bow.

(CONTINUED)
DWALIN
Dwalin, at your service.

Bilbo lets out a CONFUSED WHIMPER. Coming to his senses, he quickly ties his robe together and stands taller, but the confused look on his face still remains.

BILBO
Bilbo Baggins, at yours.

Dwalin steps inside without invitation.

BILBO (CONT'D)
Sorry, do we know each other?

DWALIN
No. Which way, laddie? Is it down here?

BILBO
Is what down where?

Dwalin takes off his COAT and throws it to Bilbo. The poor hobbit barely manages to catch the thing.

DWALIN
Supper. He said there'd be food and lots of it.

The dwarf strides down the hallway, as if it were his own. Bilbo stares after him, befuddled.

BILBO
He said? Who said?

INT. KITCHEN - BAG END - NIGHT

Dwalin sits at Bilbo's spot at the table, scarfing down the fish. Bilbo watches him eat, disgusted.

CLOSE ON: Dwalin scarfs down all the flesh off from the fish. He drops the BONES onto the plate, wiping his hands on his beard.

DWALIN
Very good, this. Any more?

BILBO
What? Oh, yes.

(CONTINUED)
ANGLE ON: Bilbo awkwardly brings over a PLATE OF BISCUITS. He manages to hide one behind his back for himself.

Dwalin grabs most of the biscuits and stuffs them down his mouth.

BILBO (CONT'D)
It's just that I wasn't expecting company.

CLOSE ON: The DOORBELL RINGS once again. Bilbo looks up in alarm.

DWALIN
That'll be the door.

Dwalin stares up at him, GREASE staining his beard.

INT. HALLWAY - BAG END - NIGHT

ANGLE ON: Bilbo opens the door once again. He finds another dwarf standing before him. BALIN. The much older dwarf gives a ginger bow.

BALIN
Balin, at your service.

BILBO
Good evening.

BALIN
Yes, yes, it is. Though, I think it might rain later. Am I late?

BILBO
Late for what?

Balin spots Dwalin in the hallway, trying to get more biscuits from the JAR.

BALIN
Oh! Evening brother!

Dwalin puts the jar down with a smile. The two brothers approach each other.

DWALIN
By my beard, you are shorter and wider than last we met.

(CONTINUED)
CONTINUED:

BALIN
Wider, not shorter. But sharp enough for the both of us.

CLOSE ON: The two share a CHUCKLE as Bilbo looks on, confused.

INT. PANTRY - BAG END - NIGHT

ANGLE ON: Dwalin and Balin have gone into the pantry, helping themselves to ALE and examining the FOOD.

CLOSE ON: Bilbo steps into the room.

BILBO
It's not that I don't like visitors, I like visitors as much as the next hobbit. But I do like to know them before they come visiting.

ANGLE ON: The dwarves continue to riffle through the pantry, ignoring their host.

CLOSE ON: Bilbo sheepishly presses on.

BILBO (CONT'D)
The thing is, I don't know any of you. Not in the slightest. I don't mean to be blunt, but I had to speak my mind. I'm sorry.

Dwalin and Balin pause and look at Bilbo.

BALIN
Apology accepted.

Bilbo nods, satisfied.

ANGLE ON: Balin hands a TANKARD to his brother.

BALIN (CONT'D)
Now, fill it up, brother, don't stint!

From the hallway, the DOORBELL RINGS once again. Bilbo slowly turns around, at awe with shock.
INT. HALLWAY - BAG END - NIGHT

ANGLE ON: For the third time, Bilbo opens the door. He finds two young dwarves, FILI and KILI, standing before him. Bilbo GROANS.

    FILI
    Fili.

    KILI
    And Kili.
    (with Fili)
    At your service.

They both give a courteous bow.

    KILI (CONT'D)
    You must be Mr. Boggins!

    BILBO
    Nope, you can't come in, you've come to the wrong house.

Bilbo tries to close the door. Kili manages to stop it with his feet.

    KILI
    Has it been cancelled?

    FILI
    No one told us!

    BILBO
    Cancelled? No, nothing's been cancelled!

    KILI
    That's a relief!

The dwarves push their way in and begin to unload their WEAPONS onto Bilbo.

    FILI
    Careful with these. We just had them sharpened.

Kili admires the architecture of the hallway.

    KILI
    It's nice, this place. Did you do it yourself?

(CONTINUED)
BILBO
No, it's been in the family for years.

Kili begins to scrape the mud off his boots on the edge of a NEARBY CHEST.

BILBO (CONT'D)
That's my mother's glory box, could you please not do that!

Dwalin enters the hallway and beckons Fili and Kili forward.

DWALIN
Fili, Kili, come on, give us a hand!

KILI
Mr. Dwalin!

The two brothers follow Dwalin down the hall and into the dining room. Bilbo begins to follow behind them, at a loss for words.

BALIN (O.S.)
Let's shove this in the hallway, otherwise we'll never get everyone in.

BILBO
Everyone? How many more are there.

BALIN (O.S.)
Not many.

The DOORBELL RINGS AGAIN!

Enraged, Bilbo quickly walks to the door. Along the way, he dumps the swords and equipment he is carrying onto the ground.

BILBO
No! There's nobody home! Go away and bother somebody else! There's far too many dwarves in my dining room as it is. If this is some clotterd's idea of a joke, I can only say that it is in very poor taste.
Bilbo throws open the door. Two more dwarves stand outside, OIN and GLOIN. Bilbo is shocked to see Gandalf standing behind them.

BILBO (CONT'D)
Gandalf?

The wizard gives a faint smile.

INT. PANTRY - BAG END - NIGHT
CLOSE ON: The dwarves raid Bilbo's pantry. CHEESE, MEAT, WINE, VEGGIES, FRUITS; every food under the sun. And they are all wrenched from the PANTRY SHELVES.

INT. HALLWAY - BAG END - NIGHT
WIDE ON: Bilbo steps into the hall, seeing the dwarves cross from pantry to dining room and back again. He steps forward.

BILBO
Excuse me, that's my chicken! Oh, not my wine! Put that back! Put that back!

ANGLE ON: Gloin and Fili pass Bilbo. Gloin carries THREE WHEELS OF CHEESE.

BILBO (CONT'D)
That's a tad excessive, don't you think? Do you have a cheese knife?

FILI
Cheese knife? He eats it by the block.

Bilbo turns his attention to Oin, who carries WOODEN CHAIRS at his side.

BILBO
No, that's Grandpa Mungo's chair!

Oin holds up a METAL TRUMPET to his ear.

OIN
I can't hear what you're saying, laddie.

He manages to wrangle free of Bilbo and enters the dining room.
INT. DINING ROOM - BAG END - NIGHT (CONTINUOUS)

Oin neatly sets the chairs down beside Gandalf. The wizard helps the others set the table. Balin approaches the wizard, carrying a TEA TRAY.

BALIN
Excuse me, Gandalf, may I tempt you with a cup of chamomile tea?

GANDALF
Oh, no thank you, Balin. A little red wine for me, I think.

With a nod, Balin walks off. Gandalf exits the dining room, ducking so as to not hit the doorway.

INT. HALLWAY - BAG END - NIGHT (CONTINUOUS)

CLOSE ON: Gandalf walks into the central hub of the hallway. He looks down, and starts to count the dwarves on his hands as they pass by.

GANDALF
Fili, Kili, Oin, Gloin, Balin and Dwalin. We appear to be one dwarf short.

Dwalin lounges in a near corner.

DWALIN
He is late, is all. He travelled North to a meeting of our kin. He will come.

Balin approaches Gandalf, GLASS OF WINE in hand.

BALIN
As you requested, a glass of red wine. It's got a fruity bouquet.

GANDALF
Cheers!

Gandalf gulps down the lush, red wine.

INT. DINING ROOM - BAG END - NIGHT

ANGLE ON: All the dwarves are seated around Bilbo's dining room table. They are messy about preparing and eating their food.

Gandalf sits in the middle of the chaos, calm and collected.

(CONTINUED)
CLOSE ON: Fili sits at the end of the table. He grabs a LOAF OF BREAD from out of a basket.

FILI
Gloin! Catch!

He throws the bread across the table, towards Gloin.

ANGLE ON: Gloin CATCHES IT IN HIS MOUTH. The dwarves APPLAUD UPROARIOUSLY.

INT. PANTRY - BAG END - NIGHT

CLOSE ON: Bilbo watches the dwarves feast. It is clear that he is disgusted. Quickly, he turns to face the pantry.

WIDE ON: It is completely cleared of food.

INT. KITCHEN - BAG END - NIGHT

ANGLE ON: Kili enters the kitchen, using a DOILY to wipe his face. Bilbo comes in behind him and rips the doily out of Kili's hands.

BILBO
Excuse me, that is a doily, not a dishcloth.

Fili lounges against the near fireplace.

FILI
But it's full of holes.

BILBO
It's supposed to look like that, it's crochet.

FILI
Oh, and a wonderful game it is too, if you've got the balls for it.

Kili LAUGHS at his brother's jest. Bilbo throws the doily down onto the table, infuriated.

BILBO
Bebother and confusticate these dwarves!

Gandalf enters the kitchen, concerned.

(CONTINUED)
GANDALF
My dear Bilbo, what on earth is the matter?

BILBO
What's the matter? I'm surrounded by dwarves! What are they doing here?

Kili hoists a CHAIN OF SAUSAGES over his shoulder. Fili grabs one end, trying to take them from him. Gandalf observes the scuffle, amused.

GANDALF
They're quite a merry gathering, once you get used to them.

BILBO
I don't want to get used to them!

Bilbo leads Gandalf into the hallway.

INT. HALLWAY - BAG END - NIGHT (CONTINUOUS)

Bilbo points to a MUD SPLATTERED RUG.

BILBO
There's mud trod into the carpet, they've pillaged the pantry! I'm not even going to tell you what they've done in the bathroom; they've all but destroyed the plumbing! I don't understand what they're doing in my house!

Balin approaches the pair, tapping Bilbo on the shoulder.

BALIN
Sorry, I hate to interrupt, but where would you like me to put my plate.

Fili enters the hallway.

FILI
Here you go, Balin, give it to me.

Fili takes the PLATE, quickly turning and throwing it to Kili, standing at the doorway. Kili throws the dish into the kitchen, where -
INT. KITCHEN – BAG END – NIGHT (CONTINUOUS)

CLOSE ON: Oin stands beside the SINK, catching all of the plates and putting them neatly into the sink.

INT. HALLWAY – BAG END – NIGHT

Bilbo watches as the dish throwing cycle continues.

BILBO
Excuse me, that's my mother's West Farthing crokery, it's over a hundred years old!

ANGLE ON: The dwarves ignore him, and continue to throw the plates about. Bilbo hears BEATING and SCRAPING from the dining room. He goes to investigate.

INT. DINING ROOM – BAG END – NIGHT

CLOSE ON: Dwalin and Gloin sit at the table, rhythmically DRUMMING on the table with their UTENSILS.

BILBO
Could you please not do that? You'll blunt them!

GLOIN
You hear that, lads? He says we'll blunt the knives.

INT. HALLWAY – BAG END – NIGHT (CONTINUOUS)

ANGLE ON: Fili and Kili continue to throw the dishes around, singing to the beat of the BANGING UTENSILS.

KILI
(singing)
Blunt the knives, bend the forks!

FILI
(singing)
Smash the bottles and burn the corks!

ALL DWARVES
(singing)
Smash the bottles and crack the plates! That's what Bilbo Baggins hates!
INT. BAG END – NIGHT (CONTINUOUS)

The dwarves continue to throw the dishes from the dining room, to the hallway, to the kitchen and back to the dining room, singing all the while.

ALL DWARVES
(singing)
Cut the cloth, tread on fat! Leave the bones on the bedroom mat! Pour the milk on the pantry floor, splash the wine on every door! Dump the crocks in a boiling bowl, pound them up with a thumping pole! When you're finished, if they are whole, send them down the hall to roll! That's what Bilbo Baggins hates!

Bilbo rushes around his house, frantic and panicked.

INT. DINING ROOM – BAG END – NIGHT

CLOSE ON: Bilbo sprints into the dining room.

ANGLE ON: Gandalf and the dwarves are circled around the table, LAUGHING. All of the dishes are stacked neatly on the table, SPARKLY CLEAN. Bilbo is relieved.

Suddenly, there is a LOUD KNOCK at the door. Everyone goes quiet.

GANDALF
He is here.

INT. HALLWAY – BAG END – NIGHT

ANGLE ON: The door opens. There, standing on the doorstep, is the noble looking THORIN OAKENSHIELD.

THORIN
Gandalf, I thought you said this place would be easy to find. I lost my way, twice. I wouldn't have found it at all had it not been for that mark on the door.

WIDE ON: Gandalf shuts the door behind Thorin. All the dwarves bow at his presence. Bilbo pushes through the crowd, entering the hall.

BILBO
Mark? There's no mark on that door, it was pained a week ago.

(CONTINUED)
GANDALF
There is a mark; I put it there myself. Bilbo Baggins, allow me to introduce the leader of our company, Thorin Oakenshield.

ANGLE ON: Thorin steps towards Bilbo. There is STARK JUDGEMENT in his eyes.

THORIN
So, this is the hobbit. Tell me, Mr. Baggins, have you done much fighting?

BILBO
Pardon me?

THORIN
Axe or sword? What is your weapon of choice?

BILBO
Well, I do have some skill at Conkers, if you must know, but I fail to see why that's relevant.

THORIN
Thought as much. He looks more like a grocer than a burglar.

The dwarves LAUGH at Thorin's jest. He gives them a warm smile and walks himself down the hall.

INT. DINING ROOM - BAG END - NIGHT

The dwarves sit around the table with Thorin, who picks at some SOUP. Gandalf sits beside him, smoking a pipe. Bilbo watches from the doorway.

BALIN
What news from the meeting in Ered Luin? Did they all come?

THORIN
Aye. Envoys from all seven kingdoms.

The dwarves MURMUR IN EXCITEMENT.
DWALIN
What did the dwarves of the Iron Hills say? Is Dain with us?

CLOSE ON: Thorin hesitates, frowning. All eyes are on him.

THORIN
They will not come.

ANGLE ON: The dwarves GASP and EXCLAIM in disappointment.

THORIN (CONT'D)
They say this quest is ours and ours alone.

BILBO
You're going on a quest?

Bilbo looks to the dwarves, confused. Gandalf taps him on the shoulder.

GANDALF
Bilbo, my dear fellow, let us have a little more light.

Bilbo leaves the room and comes back with a CANDLE. He sets it down near Gandalf, who has pulled out A MAP and is spreading it across the table.

GANDALF (CONT'D)
Far to the east, over ranges and rivers, beyond woodlands and wastelands, lies a single solitary peak.

CLOSE ON: Gandalf points to a peak drawn on the map. THE LONELY MOUNTAIN.

BILBO
The Lonely Mountain?

ANGLE ON: Bilbo peers down at the map.

CLOSE ON: He notices a RED DRAGON drawn beside the mountain.

GLOIN
Aye! Oin has read the portents and the portents say it is time.

ANGLE ON: The other dwarves GROAN. They have heard this all before.

(CONTINUED)
Ravens have been seen flying back to the mountain as it was foretold: when the birds of yore return to Erebor, the reign of the beast will end.

Bilbo looks up from the map, concerned.

BILBO
What beast?

FILI
Well, that would be a reference to Smaug the Terrible, chiefest and greatest calamity of our age. Airborne fire-breather, teeth like razors, claws like meathooks. Extremely fond of precious metals.

BILBO
Yes, I know what a dragon is.

BALIN
The task to win back the mountain would be difficult enough with an army behind us. But we number just seven, and not seven of the best.

The dwarves object to this insult, SHOUTING RETORTS AND PROTESTS.

GLOIN
We may be few in numbers, but we're fighters. All of us, to the last dwarf.

KILI
And you forget, we have a wizard in our company. Gandalf must have killed hundreds of dragons in his time.

GANDALF
Well, no, I wouldn't say that I -

FILI
How many then?

GANDALF
What?

(CONTINUED)
FILI
How many dragons have you killed?
Go on, give us a number!

CLOSE ON: An embarrassed Gandalf starts to COUGH on his pipe smoke. The dwarves GROAN, hopeless.

ANGLE ON: Thorin rises to his feet.

THORIN
If we have read these signs, do you not think others will have read them too? Rumours have begun to spread. The dragon Smaug has not been seen for sixty years. Eyes look east to the mountain, assessing, wondering, weighing the risk. Perhaps the vast wealth of our people now lies unprotected. Do we sit back as others claim what is rightfully ours? Or do we seize this chance to take back Erebor?

Inspired by the speech, the dwarves JUMP AND CHEER. Balin gets to his feet and RAISES HIS VOICE.

BALIN
You forget, the front gate is sealed! There is no way into the mountain.

GANDALF
That, my dear Balin, is not entirely true.

CLOSE ON: With a twiddle of his fingers, Gandalf produces a DWARVISH KEY, ornately wrought. Thorin looks at it in wonder.

THORIN
How came you by this?

GANDALF
It was given to me by your father, by Thrain, for safe keeping. It is yours now.

ANGLE ON: Gandalf hands the key to Thorin. Everyone looks on in a proud astonishment.

(CONTINUED)
KILI
If there is a key, there must be a door.

GANDALF
These ruins speak of another passage into the lower halls.

The wizard points to RUNES on the map.

FILI
There's another way in.

GANDALF
Well, if we can find it, but dwarf doors are invisible when closed. The answer lies hidden somewhere in this map and I do not have the skill to find it. But there are others in Middle Earth who can.

The dwarves look to him, listening carefully.

GANDALF (CONT'D)
The task I have in mind will require a great deal of stealth, and no small amount of courage. But, if we are careful and clever, I believe that it can be done.

OIN
That's why we need a burglar.

BILBO
A good one too. An expert, I'd imagine.

GLOIN
And are you?

Bilbo freezes, half confused, half afraid. 

BILBO
Am I what?

OIN
He said he's an expert!

CLOSE ON: Several dwarves CHUCKLE WITH JOY. Bilbo's face is livid with shock.

(CONTINUED)
BILBO
Me? No, no, no, I'm not a burglar. I've never stolen a thing in my life.

BALIN
I'm afraid I have to agree with Mr. Baggins. He's hardly burglar material.

DWALIN
Aye, the wild is no place for gentlefolk who can neither fight nor fend for themselves.

Bilbo nods in desperate agreement, ignoring the insult. Gandalf shakes his head, irritated.

GANDALF
Hobbits are remarkably light on their feet! In fact, they can go unseen by most if they choose. And while the dragon is accustomed to the smell of dwarf, the scent of a hobbit is all but unknown to him which gives us a distinct advantage.

ANGLE ON: Gandalf turns to Thorin, determined to make his point.

GANDALF (CONT'D)
You asked me to find the eighth member of this company and I have chosen Mr. Baggins. There's a lot more to him than appearances suggest, and he's got a great deal to offer than any of you know, including himself. You must trust me on this.

Thorin SIGHS. He scans the room, weighing the outcome.

THORIN
Very well, we'll do it your way.
(turns to Balin)
Give him our contract.

Balin hands a SCROLLED CONTRACT to Bilbo.

(CONTINUED)
BALIN
It's just the usual summary of out of pocket expenses, time required, remuneration, funeral arrangements and so forth.

BILBO
Funeral arrangements?

Bilbo takes the contract reluctantly. He unrolls the scroll, which nearly reaches the floor.

BILBO (CONT'D)
Terms: cash on delivery, up to, but not exceeding one eighth of total profit, if any. Present company shall not be liable for injuries inflicted by or sustained as a consequence thereof, including, but not limited to - lacerations? Evisceration? Incineration?

FILI
Oh, he'll melt the flesh off your bones in the blink of an eye.

CLOSE ON: Bilbo seems breathless. He drops the contract to his side, holding a hand to his chest.

BALIN
You alright, laddie?

BILBO
Yes, but I feel a bit faint.

FILI
Think furnace with wings. Flash of light, searing pain, then - POOF! You're nothing more than a pile of ash!

Bilbo starts PANTING, trying to compose himself as the others look on. Finally, Bilbo rises, turning to Balin.

BILBO
Nope.

ANGLE ON: He FAINTS onto the floor. Gandalf shakes his head, glaring at Fili.

(CONTINUED)
INT. SITTING ROOM – BAG END – NIGHT

Bilbo sits at his chair, shivering and clutching a MUG.

BILBO
I'll be alright, just let me sit quietly for a moment.

CLOSE ON: Gandalf gazes down at him, a look of disappointment in his eyes.

GANDALF
You've been sitting quietly for far too long. When did doliles and your mother's dishes become so important to you? I remember a young hobbit who was always running off in search of elves in the woods. He'd stay out late, trailing mud and twigs and fireflies. A young hobbit who would have liked nothing better than to find out what was beyond the borders of the Shire.

(beat)
The world is not in your books and maps. It's out there.

ANGLE ON: He points to the window in the room. It gleams in the PEARLY MOONLIGHT.

BILBO
I can't just go running off into the blue! I am a Baggins of Bag End!

GANDALF
You are also a Took! Did you know that your great-great-great-great uncle, Bullroarer Took was so large he could ride a real horse?

BILBO
Yes.

GANDALF
Well, he could! In the Battle of Green Fields, he charged the goblin

(MORE)
GANDALF (cont'd)
ranks. He swung his club so hard, it knocked the Goblin King's head clean off, and it sailed a hundred yards through the air and went down a rabbit hole. And thus the battle was won, and the game of golf invented at the same time.

BILBO
I do believe you made that up.

Gandalf sits himself across from Bilbo.

GANDALF
Well, all good stories deserve embellishment. You'll have a tale or two to tell of your own when you come back.

BILBO
Can you promise that I will come back?

GANDALF
No. But if you do, you will not be the same.

BILBO
That's what I thought. I'm sorry, Gandalf, but I can't sign this. You've got the wrong hobbit.

Bilbo leaves the contract on the mantle and exits the sitting room. Gandalf watches him leave, disappointed.

INT. HALLWAY - BAG END - NIGHT

CLOSE ON: Thorin and Balin stand in the hallway, watching Bilbo enter his bedroom. Balin SIGHs.

BALIN
It appears we have lost our burglar. Probably for the best. The odds were always against us. After all, what are we? Merchants, miners, tinkers, toy-makers; hardly the stuff of legend.

(CONTINUED)
THORIN
There are a few warriors amongst us.

BALIN
Old warriors.

THORIN
I will take each and every one of these dwarves over an army from the Iron Hills. For when I called upon them, they came. Loyalty, honor, a willing heart; I can ask no more than that.

BALIN
You don't have to do this. You have a choice. You've done honorably by our people. You have built us a new life for us in the Blue Mountains, a life of peace and plenty. A life that is worth more than all the gold in Erebor.

Thorin withdraws the Dwarvish key from his pocket. He holds it before Balin for him to see.

THORIN
From my grandfather to my father, this has come to me. They dreamt of the day when the dwarves of Erebor would reclaim their homeland. There is no choice, Balin. Not for me.

BALIN
Then we are with you, laddie. We'll see it done.

With a DEEP SIGH, Balin places a supportive hand on Thorin's shoulder.

INT. SITTING ROOM - BAG END - NIGHT

WIDE ON: All seven dwarves sit around the fire in the dark sitting room. They HUM A SOMBER TUNE. Smoking his pipe near the mantle, Thorin begins to SING.
CONTINUED:

THORIN  
(singing)  
Far over the Misty Mountain cold,  
to dungeons deep and caverns old,  
we must away ere break of day to  
find our long forgotten gold.

The rest of the dwarves rise from their seats, joining in with Thorin.

ALL DWARVES  
(singing)  
The pines were roaring on the  
height, the winds were moaning in  
the night, the fire was red, its  
flaming spread, the trees like  
torches blazed with light.

Gandalf stands near the window, staring out and listening to the song.

INT. BEDROOM - BAG END - NIGHT

ANGLE ON: Bilbo sits on the edge of his bed, listening to the dwarves sing. He stares into his fire, watching the smoke slowly rise.

EXT. BAG END - HOBBITON - NIGHT

WIDE ON: EMBERS FLUTTER out of Bilbo's chimney and into the starry night sky.

INT. BEDROOM - BAG END - DAY

The morning light streams into Bilbo's bedroom.

CLOSE ON: Bilbo wakes, squinting at the sunlight. Suddenly, he notices how quiet the house is.

INT. HALLWAY - BAG END - DAY

ANGLE ON: Bilbo sneaks around the hallway, peering into all of the doorways. They are all empty.

BILBO  
Hello?

He discovers that the mess of the party has been cleaned, almost as if it never happened.
INT. SITTING ROOM - BAG END - DAY

Victorious, Bilbo waltzes into the sitting room. He gazes at the tidiness of the room, smiling. Slowly, his joy deflates, leaving him almost defeated.

He wanders deeper into the room, stopping next to a table. The contract lies there, unsigned. Bilbo stares long and hard at it, thinking.

Suddenly, he looks up, determined.

EXT. HOBBITON - DAY

CRANE SHOT: Bilbo darts out of his home and down the hill. A TRAVELING PACK is strapped to his back, the contract flapping in the wind behind him.

ANGLE ON: He jumps over fences, animals and crops. He sprints past BEFUDDLED NEIGHBORS who shake their heads in disapproval.

WIDE ON: Finally, Bilbo passes the last round of houses. There, Master Worrywort stands at his fence. He sees Bilbo and gives him a SIDEWAYS LOOK.

WORRYWORT
Mr. Bilbo, where are you off to?

BILBO
Can't stop, I'm already late!

WORRYWORT
Late for what?

BILBO
I'm going on an adventure!

With a grin, Bilbo leaves his home behind him and rushes into the world ahead.

EXT. OUTSKIRTS OF HOBBITON - DAY

The Company is trotting down a dirt road, leaving the Shire. The dwarves are mounted on PONIES, their luggage tied behind them. As they ride, most exchange SOUR WORDS about Bilbo.

BILBO
Wait!

CLOSE ON: Bilbo rushes down the road after them.

(Continued)
ANGLE ON: Gandalf and the dwarves stop their horses and turn to see Bilbo. He waves the contract above his head, grinning.

BILBO (CONT'D)
I signed it!

He hands the contract over to Balin, who inspects it with a pair of EYEGLASSES.

BALIN
Everything appears to be in order. Welcome, Master Baggins, to the company of Thorin Oakenshield.

The dwarves give INDIFFERENT APPLAUSE.

CLOSE ON: Thorin looks thoroughly unimpressed.

THORIN
Give him a pony.

BILBO
No, no, that won't be necessary, I'm sure I can keep up on foot. I've done my fair share of walking holidays, you know. I even got as far as Frogmorton once.

Two dwarves ride alongside Bilbo and hoist him upwards.

EXT. OUTSKIRTS OF HOBBITON - DAY - LATER

ANGLE ON: Bilbo rides his pony, glaring down at the animal and shriveling up his nose.

Suddenly, Bilbo SNEEZES LOUDLY.

BILBO
Oh, all this horse hair. I'm having a reaction.

He searches in his pocket for something. Unable to find it, he looks up in panic.

BILBO (CONT'D)
Wait! Wait! Stop! We have to turn around.

WIDE ON: The entire company comes to a halt.

(CONTINUED)
GANDALF
My dear Bilbo, what on earth is the matter?

BILBO
I forgot my handkerchief!

ANGLE ON: From the front of the line, Fili tears a STRIP OF CLOTH from his shirt. He tosses it to Bilbo.

FILI
Here, use this!

Bilbo catches the rag and looks at it in disgust.

THORIN
Move on!

The dwarves LAUGH, resuming their journey.

EXT. COUNTRYSIDE — ERIADOR — DAY

CRANE SHOT: The Company travels through VAST, ROLLING HILLS and PLAINS. Forests are visible in the distance, darkness creeping between the trees.

GANDALF (V.O.)
You'll have to manage without pocket-handkerchiefs and a good many other things, Bilbo Baggins, before we reach our journey's end. You were born to the rolling hills and little rivers of the Shire, but home is now behind you; the world is ahead.

Now, the company treks up a MOUNTAINSIDE, which looms over the flat plains below. The sun sets behind them.

EXT. FOREST — ERIADOR — DAY

CLOSE ON: RAIN THUNDERS DOWN on the Company. Every one of them seems cold, wet and miserable.

ANGLE ON: Bilbo rides beside Gandalf, who seems unaffected by this downpour.

GLOIN
Gandalf, can't you do something about his deluge?

(CONTINUED)
GANDALF
It is raining, Master Dwarf, and it will continue to rain until the rain is done. If you wish to change the weather of the world, you should find yourself another wizard.

CLOSE ON: Bilbo looks curious.

BILBO
Are there any?

GANDALF
What?

BILBO
Other wizards?

GANDALF
There are five of us. The greatest of our order is Saruman the White. Then there are the two blue wizards.
(beat)
You know, I've quite forgotten their names.

BILBO
And who is the fifth?

GANDALF
Well, that would be Radagast the Brown.

BILBO
Is he a great wizard or is he more like you?

Gandalf is slightly offended.

GANDALF
I think he is a very great wizard in his own way. He's a gently soul who prefers the company of animals to others.

EXT. RHOSGOBEL - MIRKWOOD - DAY

WIDE ON: We PAN DOWN from the treetops of Mirkwood.

(continuing)
GANDALF (V.O.)
He keeps a watchful eye to the vast forest lands to the east, and a good thing too, for always evil will look to find a foothold in this world.

Sunlight streams down onto the forest floor. A figure runs through the forest, clutching a STAFF for support. RADAGAST THE BROWN.

CLOSE ON: Radagast comes across a DYING PLANT, as black as the night sky.

RADAGAST
Not good! Not good at all!

ANGLE ON: Radagast darts towards his house. Many DEAD PLANTS and ANIMAL litter the ground. He inspects the plants nearby, MUSHROOMS, TREES and all.

He steps back from his work, distressed. Radagast gives a WHISTLE, and a FLOCK OF BIRDS, come sailing down.

Radagast takes off his HAT, revealing a SMALL BIRD NEST on his head. The birds clamber in and Radagast puts his hat back on.

CLOSE ON: Something on the ground catches the wizard's eye. GASping, he rushes forward and picks it up. It is a HEDGEHOG. Radagast cradles the dying creature, weeping.

RADAGAST (CONT'D)
Sebastian! Good gracious!

ANGLE ON: Radagast takes off running towards an OVERGROWN HOUSE.

INT. RHOSGOBEL - MIRKWOOD - DAY

Urgent, Radagast places Sebastian on the counter. He ruffles through this cabsients, trying to cure the hedgehog with VARIOUS TECHNIQUES. None work.

CLOSE ON: As he searches for remedies, MORE HEDGEHOGS surround Sebastian, curious.

RADAGAST
Move back! Give him some air, for goodness sake!

(CONTINUED)
The wizard continues his treatments, each one becoming more desperate than the last. He steps back in frustration.

RADAGAST (CONT'D)
I don't understand why it's not working! It's not as if it's witchcraft!

Suddenly, his face falls. Gravely serious, Radagast looks down at Sebastian.

RADAGAST (CONT'D)
Witchcraft. But it is; a dark and powerful magic.

SCURRYING NOISES sound from outside.

ANGLE ON: Radagast looks, seeing the SHADOWS of several GIANT SPIDERS crawling up the house. Panicked, Radagast bars his door.

CLOSE ON: Sebastian CROAKS from the counter, GASPING for air. Suddenly, he seizes up, dead. TEARS WELL in Radagast's eyes.

The house begins to CREAK. The spiders are climbing onto the roof.

ANGLE ON: Radagast turns to his staff and pulls out a BLUE STONE from its top. He grabs Sebastian from the counter and leans against a TREE TRUNK.

He begins to WHISPER A SPELL, holding the blue stone to Sebastian's snout.

As Radagast chants, spiders begin to break the roof above. PATCHES OF SUNLIGHT dot the floor as RUBBLE of the shattered roof crumbles downward.

CLOSE ON: Radagast continues to chant, almost in a TRANCE-LIKE STATE. As the spell grows more and more powerful, a DARKNESS seems to fall over the house. A BLACK, INKY SUBSTANCE begins to fill the blue stone, until -

ANGLE ON: Sebastian GASPS for air, alive. Radagast smiles down at the creature as the darkness fades from the house. From above, it sounds as if the spiders are crawling back down the house.
EXT. RHOSGOBEL - MIRKWOOD - DAY

Radagast runs outside. He catches a glimpse of a GIANT SPIDER crawling off into the forest.

RADAGAST
Where in this good earth did those foul creatures come from?

A BIRD flies in beside him, TWITTERING. Radagast listens intently, understanding the animal.

RADAGAST (CONT'D)
The old fortress? Show me.

EXT. MIRKWOOD - DAY

A WOODEN SLEIGH bursts through the trees, pulled by SEVERAL LARGE RABBITS. Radagast stands on the sleigh, holding onto railings as he darts down the forest track.

WIDE ON: In the distance, an OLD, RUINED FORTRESS towers above the trees. DOL GULDUR.

EXT. ABANDONED FARMHOUSE - TROLLSHAWS - DAY

WIDE ON: The Company approaches a RUINED FARMHOUSE. Thorin scans the area, before turning to the others.

THORIN
We'll camp here for the night.
Fili, Kili, look after the ponies.
Make sure you stay with them.

The group begins to dismount.

ANGLE ON: Gandalf wanders into the farmhouse, examining the ruin.

GANDALF
A farmer and his family used to live here.

From outside, Thorin turns to Oin and Gloin.

THORIN
Oin, Gloin, get a fire going.

GLOIN
Right you are.

Gloin nods in agreement, leading his brother into the woods. Gandalf locks eyes with Thorin as he enters the farmhouse.

(CONTINUED)
GANDALF
I think it would be wiser to move on. We could make for the Hidden Valley.

THORIN
I have told you already, I will not go near that place.

GANDALF
Why not? The elves could help us! We could get food, rest, advice.

THORIN
I do not need their advice.

GANDALF
We have a map we cannot read; Lord Elrond will help us.

THORIN
Help? A dragon attacks Erebor, what help came from the elves? Orcs plunder Moria, desecrate our sacred halls, and the elves looked on and did nothing. You ask me to seek out the very people who betrayed my grandfather and betrayed my father?

GANDALF
You are neither of them. And besides, it was not Lord Elrond who abandoned you at Erebor. That blame lies with King Thranduil of the Woodland Realm. I did not give you that map and key for you to hold onto the past.

THORIN
I did not know they were yours to keep.

Gandalf scowls at Thorin and stops away. He passes Bilbo, tending to the horses. Bilbo seems confused.

BILBO
Everything all right? Gandalf, where are you going?
GANDALF
To seek the company of the only one around here who's got any sense.

BILBO
And who's that?

GANDALF
Myself, Mr. Baggins! I've had enough of dwarves for one day.

Thorin steps out of the farmhouse, glowering after Gandalf.

THORIN
Come on, Dwalin, we're hungry.

CLOSE ON: Bilbo turns to Balin.

BILBO
Is he coming back?

Balin looks uncertain.

EXT. ABANDONED FARMHOUSE – TROLLSHAWS – NIGHT

CLOSE ON: Dwalin stands near the fire, POURING SOUP into TWO BOWLS. Bilbo is on lookout, visibly worried.

BILBO
He's been a long time.

DWALIN
Who?

BILBO
Gandalf!

DWALIN
He's a wizard, he does as he chooses.

(hands Bilbo the bowls)
Here, do us a favor: take these to the lads.

ANGLE ON: Bilbo carefully takes the bowls and makes for the forest.

EXT. WOODS – TROLLSHAWS – NIGHT

CLOSE ON: Bilbo enters the forest where Fili and Kili watch over the ponies. They stare out into the darkness, ALMOST

(CONTINUED)
Petrified.

Bilbo
What's the matter?

Kili
We're supposed to be looking after the ponies.

Fili
Only, we've encountered a slight problem.

Kili
We had sixteen. Now there's fourteen.

Angle on: The ponies mill about in their pens. Two are missing.

Exterior. Woods – Trollshaws – Night – Later

Wide on: Fili and Kili examine the horses in their pens. Bilbo follows behind them, clutching the wooden bowls.

Kili
Daisy and Bungo are missing.

Bilbo
Well, that's not good. That is not good at all. Shouldn't we tell Thorin?

Fili
No, let's not worry him. As our official burglar, we thought that you might like to look into it.

Bilbo looks around, seeing several Uprooted Trees.

Bilbo
Well, something big uprooted these trees.

Fili
That was our thinking.

Bilbo
Something very big and possibly quite dangerous.

(Continued)
ANGLE ON: Suddenly, Fili crouches behind one of the uprooted trees. He points deeper into the woods.

FILI
(whispering)
Hey, there's a light.

Fili beckons the other two forward.

FILI (CONT'D)
Over here. Stay down.

Fili and Kili run closer to the fire. Bilbo runs after them, still gripping onto their meals.

THUNDER FOOTSTEPS come from nearby. Quickly, the trio takes cover behind an aging oak tree.

They are all alarmed to see a massive Mountain Troll, WILLIAM, walk towards the fire. He holds TWO MORE PONIES at his side.

BILBO
(whispering)
He's got Myrtle and Minty! I think they're going to eat them, we have to do something.

FILI
Yes, you should. Mountain trolls are slow and stupid, and you're so small.

BILBO
No!

FILI
It's perfectly safe; we'll be right behind you.

(CONTINUED)
Fili pushes Bilbo forward, taking the bowls from him.

KILI
If you run into trouble, hoot twice like a barn owl, once like a brown owl.

Bilbo walks forward in reluctance.

BILBO
Twice like a barn owl, once like a brown owl? Are you sure this is a good idea?

WIDE ON: He turns around, but Fili and Kili are already out of site. With a SIGH, Bilbo trudges forward.

EXT. TROLL LAIR – TROLLSHAWS – NIGHT

Two trolls, BERT and TOM sit around a fire. Bert STIRS the contents of a CAULDRON dangling above the flames. Tom watches him with a hungry stare.

William enters the lair. He carries the two ponies into a makeshift pen, locking them inside.

BERT
Mutton yesterday, mutton today and blimey, if it don't look like mutton again tomorrow.

WILLIAM
Quite your gripping. These ain't sheep; these is West Nags!

TOM
I don't like horse, I never have.
Not enough fat on them.

BERT
Well, it's better than that leathery old farmer. All skin and bones, he was. I'm still picking bits of him out of me teeth.

ANGLE ON: Bilbo sneaks around the campsite, hiding behind trees and bushes.

WIDE ON: William sits himself beside the fire. Suddenly, Tom SNEEZES into the cauldron.
BERT
Oh, that's lovely, that is: a floater!

WILLIAM
Might improve the flavor!

TOM
There's more where that came from!

Tom begins to sneeze again, but Bert grabs him by the nose. Bert forces Tom down.

BERT
Sit down!

ANGLE ON: Bilbo takes advantage of this scuffle, and dashes towards the pens.

WIDE ON: WHIMPERING, Tom pulls out his HANDKERCHIEF and blows.

CLOSE ON: Bilbo turns and sees that the troll is wearing a LONG KNIFE in his belt. The hobbit creeps forward, eyes set on the blade.

WILLIAM
I'm starving! Are we having horse tonight or what?

BERT
Shut your cakehole. You'll eat what I give you!

WILLIAM
How come he's the cook? Everything tastes the same; everything tastes like chicken.

TOM
Except the chicken.

WILLIAM
That tastes like fish!

WIDE ON: Bert turns to his brew, taking a sip.

BERT
Oh, that is beautifully balanced, that is!

(CONTINUED)
Bert passes the ladle to Tom, who puts his handkerchief back over the knife.

ANGLE ON: Bilbo stands behind the troll. He carefully reaches for the knife.

WILLIAM
Me guts are grumbling. I've got to snaffle something. Flesh! I need flesh!

Bilbo's fingers brush against Tom's knife - so close!

Suddenly, Tom reaches for his handkerchief. Instead, the troll grabs Bilbo, SPRAYING SNOT all over him. Tom peers down at the hobbit, taken aback.

TOM
Blimey! Bert, look what's come out of me hooter! It's got arms and legs and everything.

The other trolls gather around, staring at Bilbo in amazement.

WILLIAM
What is it?

TOM
I don't know, but I don't like the way it wriggles around.

Tom shakes Bilbo to the ground. Slowly, he gets back on his feet. William stands above Bilbo, pointing a JAGGED ROCK down at him.

WILLIAM
What are you then, an oversized squirrel?

BILBO
I'm a burglar - a hobbit!

TOM
A Burglar-Hobbit?

WILLIAM
Can we cook him?

TOM
We can try!
WIDE ON: Tom tries to grab Bilbo, but he dodges. Bilbo sprints toward the trees. Toward an escape. However, Bert corners him.

BERT
He wouldn't make more than a mouthful, not when he's skinned and boned!

WILLIAM
Perhaps there's more Burgla-Hobbits around these parts. Might be enough for a pie!

All of the trolls try to grab Bilbo, but he outruns them at every turn.

TOM
It's too quick!

Bilbo runs through Tom's leg as Bert swings his ladle, aiming for Bilbo. He hits Tom's knee instead, making the troll YELP out in pain.

ANGLE ON: Finally, William grabs a hold of Bilbo, and dangles him upside down.

WILLIAM
Are there any more of you little fellows hiding where you shouldn't?

BILBO
No.

TOM
He's lying.

BILBO
No, I'm not!

TOM
Hang his toes over the fire! Make him squeal!

Kili emerges from out of the bushes. He hacks Tom's leg, sending the troll SQUEALING. The other trolls look down at Kili, startled.

KILI
Drop him!

(CONTINUED)
WILLIAM
You what?

KILI
I said, drop him.

GROWLING, William throws Bilbo on top of Kili. The other dwarves charge out of the treeline, weapons drawn.

Bravely, they fight against the trolls, HACKING and HAMMERING. As the battle rages on, Bilbo creeps beneath the trolls' feet, dodging every footfall.

Tom's knife falls from his belt as Fili and Kili hammer down on his toes. Bilbo sneaks over, grabbing the weapon and darting over to the pens.

Bilbo cuts the ponies free, sending them running in every direction. From across the clearing, William sees him. The troll lumbers over, grabbing Bilbo by his arms and legs.

Seeing Bilbo, the dwarves freeze in place.

FILI
Bilbo!

WILLIAM
Lay down your arms, or we'll rip his off!

Thorin looks up at Bilbo, conflicted. Finally, he throws his sword onto the ground, almost in reluctance. The others follow suit, dropping their swords and axes by their sides.

EXT. TROLL LAIR - TROLLSHAWS - NIGHT - LATER

William throws SEVERAL LOGS onto the fire. Dwalin, Fili, Oin and Gloin have all been tied to a spit, GROANING and PROTESTING. The others are tied up in sacks nearby.

Bert tends to the spit, spinning it back and forth. Tom approaches him.

TOM
Don't bother cooking them. Let's just sit on them and squish them into jelly.

BERT
They should be sautéed and grilled with a sprinkle of sage.

(CONTINUED)
TOM
Well, that does sound quite nice.

WILLIAM
Never mind the seasoning; we ain't got all night! Dawn ain't far away and I don't fancy being turned to stone.

CLOSE ON: Bilbo's face LIGHTS UP. He has an idea.

BILBO
Wait! You are making a terrible mistake!

GLOIN
You can't reason with them, they're half-wits.

FILI
Half-wits? What does that make us?

BILBO
(to the Trolls)
I meant with the seasoning.

WIDE ON: Although still tied up, Bilbo manages to jump to his feet.

BERT
What about the seasoning?

BILBO
Well, have you smelt them? You're going to need something stronger than sage before you plate this lot up.

The dwarves YELL IN PROTEST.

WILLIAM
What do you know about cooking dwarf?

BERT
Shut up and let the flurgaburburrhobbit talk.

BILBO
Yes, well, the secret to cooking dwarf is -

(CONTINUED)
BERT
Yes? Come on!

BILBO
It's -

BERT
Tell us the secret.

BILBO
Yes, I'm telling you, the secret is to skin them first!

The dwarves ROAR in their rage. A grin spreads over Bert's face.

BERT
Tom, get me filleting knife.

WILLIAM
What a load of rubbish! I've eaten plenty with their skins on. Scruff them, I say, boots and all.

ANGLE ON: Suddenly, Bilbo spots Gandalf slipping behind some trees. The wizard appears on a LARGE ROCK above them. A powerful rage seems to posses the wizard.

GANDALF
The dawn will take you all!

CLOSE ON: Confused, the trolls turn to Gandalf.

BERT
Who's that?

WILLIAM
No idea.

TOM
Can we eat him too?

ANGLE ON: Gandalf strikes the rock beneath him with his staff. It breaks in half with a CRACK. Sunlight pours into the clearing.

The light touches the troll's skin, TURNING THEM INTO STONE as they SCREAM AND HOWL. Within seconds, the trolls are nothing more than STATUES.

(CONTINUED)
CLOSE ON: In their joy, the dwarves CHEER LOUDLY. Dwalin GROANS from the spit.

DWALIN
Oh, get your foot out of my back!

EXT. TROLL LAIR - TROLLSHAWS - DAY

WIDE ON: The dwarves help free one another from the sacks, HEAVING as they push and pull.

CLOSE ON: Gandalf walks by one of the stone trolls and THUMPS it's head with his staff, smiling. Thorin approaches Gandalf.

THORIN
Where did you go to, if I may ask?

GANDALF
To look ahead.

THORIN
What brought you back?

GANDALF
Looking behind. Nasty business; still, they're all in one piece.

THORIN
No thanks to your burglar.

GANDALF
He had the nous to play for time. None of the rest of you thought of that.

Thorin looks repentant. Gandalf turns, examining the trolls.

GANDALF (CONT'D)
They must have come down from the Ettenmoors.

THORIN
Since when do mountain trolls venture this far south?

GANDALF
Oh, not for an age. Not since a darker power ruled these lands. In any case, they could not have moved in daylight.
THORIN
There must be a cave nearby.

Thorin and Gandalf scan the surrounding area.

INT. TROLL HOARD - TROLLSHAWS - DAY

WIDE ON: Gandalf leads the Company down a DARK CAVE. As they enter, the dwarves begin to COUGH AND RETCH at the smell.

KILI
What's that stench?

GANDALF
It's a troll hoard. Be careful what you touch.

ANGLE ON: The Company finds PILES OF GOLD COINS and OTHER TREASURES in caskets. Fili approaches the coins scattered about the ground.

FILI
Seems a shame to leave it lying around. Anyone could take it.

GLOIN
Agreed. Oin, get a shovel.

Thorin inspects TWO SWORDS covered in cobwebs. He hands one to Gandalf, unsheathing them. He looks in wonder at the steel.

THORIN
These were not made by any troll.

GANDALF
Nor were they made by any smith among men.

Gandalf looks closer at the markings on the blade.

GANDALF (CONT'D)
These were forged in Gondolin by the High Elves of the First Age.

Thorin begins to put the sword away in disgust. Gandalf glares over at him.

GANDALF (CONT'D)
You could not wish for a finer blade!

(CONTINUED)
Reluctantly, Thorin unsheathes the sword, holding it high above him.

Near the entrance of the cave, other dwarves fill ONE CHEST with the coins, burying it in a hole in the ground.

CLOSE ON: Dwalin shakes his head as he watches them.

GLOIN
We're making a long term deposit!

ANGLE ON: Thorin walks past them, his new sword tied to his belt.

THORIN
Come! Let's get out of this foul place.

The dwarves file behind Thorin, leaving the cave. Gandalf makes to follow them, when his foot hits against something METALLIC.

CLOSE ON: With the edge of his staff, Gandalf brushes away some leaves. A SMALL SWORD, wrapped neatly in its sheath, lies in the dirt below.

EXT. TROLLSHAWS - DAY

WIDE ON: Near the mouth of the cave, the dwarves are tending to their horses. Gandalf emerges from the troll hoard and approaches Bilbo.

GANDALF
Bilbo, here. This is about your size.

CLOSE ON: Gandalf hands it to Bilbo. He looks at the weapon, hesitant.

BILBO
I can't take this.

GANDALF
The blade is of Elvish make, which means it will glow blue when orcs or goblins are nearby.

BILBO
I have never used a sword in my life.

(CONTINUED)
GANDALF
And I hope you'll never have to.
But if you do, remember this: true
courage is about knowing not when
to take a life, but when to spare
one.

Suddenly, LOUD RUSTLING comes from deep within the forest.

THORIN
Something's coming!

Gandalf withdraws his sword, running to the dwarves.

GANDALF
Stay together! Hurry now, arm
yourselves.

Bilbo lingers behind. Slowly, he draws out the sword,
looking in wonder at the weapon's power. He turns, and runs
to join the others.

EXT. CLEARING - TROLLSHAWS - DAY

Riding at full speed through the trees, RADAGAST THE BROWN,
is led by a RABBIT-DRAWN SLED. He bursts through the woods,
startling the Company.

RADAGAST
Thieves! Fire! Murder!

ANGLE ON: Radagast draws to a halt. The dwarves all have
their weapons withdrawn. They look to Gandalf for an
explanation of this odd sight.

GANDALF
Radagast! It's Radagast the Brown.

WIDE ON: Gandalf walks towards his fellow wizard. He seems
glad with this new arrival.

EXT. CLEARING - TROLLSHAWS - DAY - LATER

Gandalf smokes on his pipe with a grave expression. He and
Radagast have gone off several paces from the dwarves.

RADAGAST
The Greenwood is sick, Gandalf. A
darkness has fallen over it.
Nothing grows anymore, at least
(MORE)

(CONTINUED)
RADAGAST (cont'd)
nothing good. The air is foul with decay. But worse are the webs.

GANDALF
Webs? What do you mean?

RADAGAST
Spiders, Gandalf. Giant ones. Some kind of spawn of Ungoliant, or I am not a wizard. I followed their trail. They came from Dol Guldur.

GANDALF
Dol Guldur? But the old fortress is abandoned.

RADAGAST
No, Gandalf, it is not.

CUT TO:

EXT. DOL GULDUR - DAY (FLASHBACK)

Radagast crosses a stone bridge and enters a DARK RUINED FORTRESS, his STAFF at the ready.

RADAGAST (V.O.)
A dark power dwells in there, such as I have never felt before. It is the shadow of an ancient horror. One that can summon the spirits of the dead.

ANGLE ON: He walks through the seemingly abandoned fortress. Radagast seems panicked and afraid, clutching his staff with shaking hands.

Near a HOODED STATUE, Radagast spies a gleam of steel. A SWORD. He picks it up, looking stunned as he examines the weapon.

RADAGAST (V.O.) (CONT'D)
I saw him, Gandalf, from out of the dark. A Necromancer has come.

Radagast turns, seeing the black shadow of THE NECROMANCER standing in a near tunnel. It WHISPERS a haunting and dangerous sounding CHANT.
EXT. CLEARING – TROLLSHAWS – DAY

CLOSE ON: Radagast jumps in fright, recalling the memory. He looks at Gandalf in an awkward apology.

RADAGAST
Sorry.

GANDALF
Now, a Necromancer? Are you sure?

ANGLE ON: From his robes, Radagast pulls out a NARROW, CLOTH WRAPPED PACKAGE. Gandalf unties it and looks inside. He looks up, concerned.

RADAGAST
That is not from the world of the living.

From the distance, WOLVES HOWL. The dwarves perk up in alarm.

BILBO
Was that a wolf? Are there wolves out there?

FILI
Wolf? No, that is not a wolf.

From behind a nearby crag, a WARG appears. It leaps into the midst of the Company, savage and ferocious. Thorin buries his sword into it's neck, killing it.

Another charges from behind. Kili draws an arrow, shooting down the beast. It attempts to pick itself back up, but Dwalin brings his hammer down upon it. The warg dies with a WHIMPER.

THORIN
Warg scouts! Which means an Orc pack is not far behind.

BILBO
Orc pack?

GANDALF
Who did you tell about your quest, beyond your kin.

THORIN
No one.

(CONTINUED)
CONTINUED:

GANDALF
Who did you tell?

THORIN
No one, I swear. What in Durin's name is going on?

GANDALF
You are being hunted!

DWALIN
We have to get out of here.

WIDE ON: Gloin appears from the crest of the hill.

GLOIN
We can't! We have no ponies, they've bolted!

RADAGAST
I'll draw them off.

GANDALF
These are Gundabad Wargs, they will outrun you!

Radagast points to his RABBITS.

RADAGAST
These are Rhosgobel rabbits! I'd like to see them try.

CLOSE ON: A wide, toothy grin splits across the wizard's face. The HOWLING OF WARGS echo across the forest.

EXT. FORDS - ERIADOR - DAY

CRANE SHOT: WARG SCOUTS search the outskirts of the woods, led by their commander, YAZNEG. Everything is DEATHLY SILENT, until -

Radagast shoots out of the trees, mounted on his rabbit-led sleigh.

RADAGAST
Come and get me!

Yazneg leads his riders after Radagast, BARKING COMMANDS.

ANGLE ON: Further along the field, Gandalf watches from behind a LARGE BOULDER. Radagast and the pursuing orcs

(CONTINUED)
disappear into the distance.

GANDALF
Come on.

TRACKING SHOT: Gandalf runs forward, the Company TRAILING BEHIND HIM. Together, the nine of them dart across the rocky plain, weapons drawn. Radagast and the orcs can be seen in the distance.

WIDE ON: Radagast leads the orcs away, his face contorted in determination. The Company continues to weave in and out of the rocks, led by Thorin and Gandalf.

ANGLE ON: Suddenly, Thorin stops in his tracks. Radagast and the orcs run past them, too close for comfort. Gandalf looks to Bilbo and the dwarves.

GANDALF (CONT'D)
Stay together.

He turns around, leading the dwarves back into the barren fields. The dwarves stop behind another boulder. OUT OF BREATH and DISORIENTATED, Balin continue to jog forward.

THORIN
Balin, no!

Thorin grabs him by the collar and pulls Balin behind the rock. Gandalf watches Radagast closely, waiting for the right moment.

Finally, Gandalf beckons the dwarves to run. Thorin stays behind with Gandalf, briefly.

THORIN (CONT'D)
Where are you leading us?

Gandalf does not answer. Discontent, Thorin rejoins with the dwarves.

CLOSE ON: Yazneg and his orcs continue to chase after Radagast, their MAKESHIFT SWORDS drawn high in the air. One orc abruptly comes to a stop. He SMELLS THE AIR. The orc observes the rocky ford in suspicion.

ANGLE ON: The Company is quick to spot this. They dive behind an outcropping rock, their breath ragged.

CLOSE ON: The orc, still mounted on top of the warg, climbs the boulder. He takes another good whiff of the air.

(CONTINUED)
The dwarves are silent. Thorin looks at Kili and nods. Slowly, he readies his bow and arrow.

ANGLE ON: Suddenly, Kili springs out from behind the rock. The orc is quick to grab for his HORN, but Kili looses his arrow. Both the orc and his warg are shot off of the boulder and onto the ground.

WIDE ON: From across the ford, Yazneg and the others come to a halt. GROWLS and SCREECHES echo across the plains.

ANGLE ON: Wounded, the orc rises to his feet again. Dwalin leaps forward, sending his warhammer crashing down onto the orc. He dies with a WHIMPER.

Yazneg raises his sword in the air, watching the dwarves from across the ford.

YAZENG
(in Black Speech; subtitled)
The Dwarf-scum are over there!
After them!

CRANE SHOT: The Warg Riders change their course to the dwarves.

ANGLE ON: The Company hears the WARGS HOWLING. Bilbo and the dwarves are panic-stricken.

GANDALF
Move. Run!

Gandalf leads the Company forward. They sprint past rocks, boulders, bushes and trees. In the distance, the orcs are coming closer and closer.

The dwarves continue to flee from the scouts, until -

Yazneg emerges from the crest of the hill. Other orcs files beside their commander, circling around the Company.

KILI
They're coming!

THORIN
Kili, shoot them! Shoot them down!

Gandalf sees an entrance to an UNDERGROUND CAVERN. One moment, he is running towards it, and the next moment, he is gone.

(CONTINUED)
Slowly, the orcs and the wargs march forward. They are closing in on their prey.

FILI
We're surrounded!

Kili begins loading and unloading arrows as best he can, taking out an orc here and there.

KILI
Where is Gandalf?

DWALIN
Has he abandoned us?

CLOSE ON: Yazneg approaches the company, riding atop his warg. He SNARLS VICIOUSLY, giving the Company a deathly stare. Thorin draws out Orcrist, which GLOWS BLUE.

THORIN
Hold your ground!

ANGLE ON: The dwarves circle up, their weapons raised. Yazneg rides closer, glaring all the while. The Company stares back at him, defiant.

Suddenly, Gandalf pops out from the cavern entrance.

GANDALF
This way, you fools!

THORIN
All of you, go, go!

Bilbo and the dwarves dash towards the cavern entrance. One by one, they start to SLIDE UNDERGROUND. Seeing this, Yazneg sends his wargs forward.

As the Company slides into the cavern, Thorin slices the wargs down. He turns to Kili, still shooting in the field.

THORIN (CONT'D)
Kili!

Reluctant, Kili runs forward. He slides into the cavern, with Thorin filing in behind him.

INT. CAVERN - ERIADOR - DAY

The dwarves catch their breath in the cavern. Dwalin investigates an exit in the cave wall. From outside, ELVISH
HORNS RING OUT in the distance.

EXT. FORDS - ERIADOR - DAY

WIDE ON: A DOZEN MOUNTED ELVES charge forward in full force. Arrows fly in every direction, bringing down orcs and wargs alike.

CLOSE ON: Yazneg ROARS IN DEFEAT. An orc is shot down from his warg. His corpse rolls down the fords, reaching the cavern entrance.

INT. CAVERN - ERIADOR - DAY

ANGLE ON: The dead orc rolls into the cavern, an arrow buried into his head. Thorin plucks out the arrow, examining its make.

THORIN

Elves.

Thorin drops it in disgust. Dwalin emerges from the crack in the cave wall.

DWALIN

I cannot see where the pathway leads. Do we follow it or no?

FILI

Follow it, of course!

The dwarves shuffle forward.

GANDALF

I think that would be wise.

CLOSE ON: Gandalf grins to himself. He knows something. Bilbo looks at him, suspicious.

INT. HIDDEN PASS - ERIADOR - DAY

CLOSE ON: Dwalin leads the dwarves through the NARROW GAP in the cavern. The Company GROANS they push the path.

HIGH ANGLE: Sunlight beams down on the dwarves. They squeeze through the twisting cliffs, each step becoming more and more strenuous.

CLOSE ON: Bilbo looks around to Gandalf, bewildered.

(CONTINUED)
CONTINUED:

BILBO
Gandalf, where are we?

GANDALF
You can feel it?

BILBO
Yes. It feels like - well, like magic.

GANDALF
That's exactly what it is. A very powerful magic.

DWALIN
There is light ahead!

Gandalf steps forward with the dwarves. Bilbo looks at him suspicious.

EXT. RIVENDELL OUTSKIRTS – DAY

ANGLE ON: The dwarves push through the final stretch of the pathway. The Company stops at a ridge, looking below them.

WIDE ON: They see a valley gleaming in golden sunlight. RIVENDELL.

GANDALF
The Valley of Imraldis. In the Common Tongue, it's known by another name.

BILBO
Rivendell.

CLOSE ON: Bilbo is amazed. The dwarves, on the other hand, are extremely displeased.

GANDALF
Here lies the last homely house east of the sea.

ANGLE ON: Thorin wheels around and glares at Gandalf.

THORIN
This was your plan all along, to seek refuge with our enemy.

(CONTINUED)
GANDALF
You have no enemies here, Thorin
Oakenshield. The only ill-will to
be found in this valley is that
which you bring yourself.

THORIN
You think the elves will give our
quest their blessing? They will try
to stop us.

GANDALF
Of course they will. But we have
questions that need to be answered.
If we are to be successful, this
will need to be handled with tact
and respect and no small degree of
charm, which is why you will leave
the talking to me.

WIDE ON: Gandalf begins to make his way down the hill and
into the valley. The dwarves reluctantly follow suit.

EXT. COURTYARD – RIVENDELL – DAY

ANGLE ON: The Company enters the main courtyard of
Rivendell. The entire place seems to be suspended in an
eternal state of tranquility. Bilbo looks around him, awed
by Rivendell's majesty.

A dark-haired elf, LINDIR, walks down a flight of stairs
nearby. He gives Gandalf a courteous smile.

LINDIR
Mithrandir.

GANDALF
Ah, Lindir!

As the two greet one another, the dwarves MURMUR IN
DISTRUST.

LINDIR
(in Elvish; subtitled)
We heard you had crossed into the
Valley.

GANDALF
I must speak with Lord Elrond.

(CONTINUED)
LINDIR
My lord Elrond is not here.

GANDALF
Not here? Where is he?

Suddenly, ELVISH HORNS RING OUT across the courtyard. The Company turns. ARMED HORSEMAN approach the Company at a rapid rate. The dwarves raise their weapons, defensive.

Elves ride into courtyard, looking down at the dwarves in confusion. They circle around the Company, banners caught high in the breeze. Slowly the elves come to a halt.

CLOSE ON: Their leader, ELROND, separates himself from the others.

ELROND
Gandalf.

The wizard bows gracefully.

GANDALF
Lord Elrond.
(in Elvish; subtitled)
My friend! Where have you been.

ELROND
(in Elvish; subtitled)
We've been hunting a pack of orcs that came up from the south. We slew a number near the hidden pass.

ANGLE ON: Elrond dismounts from his horse, where he and Gandalf embrace. After they part, Elrond begins to tend to his armor.

ELROND (CONT'D)
Strange for Orcs to come so close to our borders. Something, or someone has drawn them near.

GANDALF
That may have been us.

CLOSE ON: Thorin steps forward. Elrond looks upon him with recognition.

ELROND
Welcome Thorin, son of Thrain.

(CONTINUED)
THORIN
I do not believe we have met.

ELROND
You have your grandfather's bearing. I knew Thror when he ruled under the Mountain.

THORIN
Indeed; he made no mention of you.

Ignoring this insult, Elrond looks to all the dwarves. He begins to SPEAK IN ELVISH.

ELROND
(In Elvish)
Light the fires, bring forth the wine. We must feed our guests.

The dwarves grow bellicose and GRIP THEIR WEAPONS UNEASILY. Gloin jumps forward, raising up his AXE.

GLOIN
What is he saying? Does he offer us insult?

Gandalf steps forward, stern.

GANDALF
No, master Gloin, he's offering you food.

The dwarves circle up, discussing with one another in LOW WHISPERS. Gloin turns back to Elrond, disgruntled.

GLOIN
Well, in that case, lead on.

ANGLE ON: The elf gives a curt nod and strides up the stairs. The dwarves follow behind him, uneasy.

EXT. ELVEN COURT - RIVENDELL - DAY

ANGLE ON: The dwarves sit around a table, OVERFLOWING WITH FOOD. However, the dwarves pick at the meal, uninterested.

DWALIN
Where's the meat?

CLOSE ON: Oin holds up a VEGETABLE with his knife, looking at it in disgust.

(CONTINUED)
OIN
Have they got any chips.

ANGLE ON: Elrond and Gandalf enter the court, walking past and ELF MAIDEN playing the HARP.

GANDALF
Kind of you to invite us. I'm not really dressed for dinner.

ELROND
Well, you never are.

They both CHUCKLE, and sit themselves at the head of the table.

CLOSE ON: From the end of the table, Kili and the elf maid exchange looks. Kili gives her a WINK.

Kili turns, noticing the other dwarves staring at him. He SHRUGS.

KILI
I can't say I fancy elf maids myself. To thin. They're all high cheekbones and creamy skin. Not enough facial hair for me. Although, that one there's not bad.

He cocks his head at a passing elf.

DWALIN
That's not an elf maid.

Kili looks as the elf turns, revealing himself to be no elf maid.

Shocked, Kili looks to the other dwarves. They ROAR WITH LAUGHTER, banging against the table in their amusement.

KILI
It's funny.

Kili awkwardly picks at his food. Another elf maid passes the table, playing the FLUTE. Oin stuffs a NAPKIN into his hearing trumpet, blocking out the music.

ANGLE ON: Elrond holds out Thorin's sword. He carefully examines it, running his hand up and down the sheath.
ELROND
This is Orcrist, the Goblin Cleaver. A famous blade, forged by the High Elves of the West. My kin. May it serve you well.

He hands Orcrist back to Thorin, who accepts with a nod. Elrond turns now to Gandalf's sword. He slides the sword several inches out of its sheath.

ELROND (CONT'D)
And this is Glamdring, the Foe-hammer, sword of the King of Gondolin. These swords were made for the goblin wars of the First Age.

CLOSE ON: Bilbo looks down at his own small sword underneath the table. Balin gives him a pitying smile.

BALIN
I wouldn't bother, laddie. Swords are named for the great deeds they do in war.

BILBO
What are you saying, my sword hasn't seen battle?

BALIN
I'm not actually sure it is a sword; more of a letter opener, really.

ANGLE ON: Elrond returns Glamdring to Gandalf. Elrond has an inquiring look about him.

ELROND
How did you come by these?

GANDALF
We found them in a troll hoard on the Great East Road, shorty before we were ambushed by orcs.

ELROND
And what were you doing on the Great East Road?

No one answers. Thorin, looking perturbed, rises.

(CONTINUED)
CONTINUED: (3)

THORIN

Excuse me.

Thorin is quick to leave the court. Gandalf and Elrond exchange looks.

INT. NARSIL CHAMBER - RIVENDELL - DAY

Gold morning light streams into the chamber. Bilbo approaches the SHARDS OF NARSIL, held by a great stone statue.

He gives the sword a brief look, before turning his attention to the MURAL OF DAGORLAD. SAURON looms above ISSILDUR, his BLACK MACE raised high in the air.

CLOSE ON: Bilbo looks at the painting in wonder. His attention is particularly taken by the GOLD RING around Sauron's finger. THE ONE RING.

EXT. COURTYARD - RIVENDELL - DAY

WIDE ON: Bilbo wanders through the courtyard, a peaceful smile on his face. He stares in admiration at the beauty of Rivendell, and all its many houses.

CLOSE ON: BIRDS TWITTER past Bilbo. He SIGHS DEEPLY.

EXT. BALCONY - RIVENDELL - DAY

ANGLE ON: Bilbo stands at the edge of a balcony, looking down at the rivers and streams below.

Elrond enters the balcony. He strides towards Bilbo and comes to a stop beside him.

ELROND

Not with your companions?

BILBO

No, I shan't be missed. The truth is that most of them don't think I should be on this journey.

ELROND

Indeed? I've heard that hobbits are very resilient.

BILBO

Really?

(CONTINUED)
CLOSE ON: Elrond nods.

ELROND
I've also heard they're fond of the comforts of home.

BILBO
I've heard that it is unwise to seek the council of elves, for they will answer with yes and no.

Elrond looks down at Bilbo, giving him a warm smile. The hobbit makes a NERVOUS CHUCKLE.

ELROND
You are always welcome to stay here, if that is your wish.

He turns and leaves the balcony. Bilbo stares after him, considerate.

INT. ELROND'S CHAMBERS - RIVENDELL - NIGHT

ANGLE ON: Gandalf, Thorin, Bilbo and Balin are gathered in Elrond's chambers. Thorin stares at Elrond, nothing but PURE RESENTMENT in his eyes.

THORIN
Our business is no concern of elves.

GANDALF
For goodness sake, Thorin, show him the map.

THORIN
It is the legacy of my people; it is mine to protect, as are its secrets.

GANDALF
Save me from the stubbornness of dwarves. Your pride will be your downfall. You stand here in the presence of one of the few in Middle Earth who can read that map. Show it to Lord Elrond!

Everyone looks to Thorin, waiting. Reluctantly, he draws the map out of his coat.

(CONTINUED)
BALIN
Thorin, no!

Balin holds out his hand, but Thorin brushes him aside. Thorin hands Elrond the map.

ELROND
Erebor. What is your interest in this map?

CLOSE ON: Thorin opens his mouth to speak, but Gandalf answers first.

GANDALF
It's mainly academic. As you know, this sort of artifact sometimes contains hidden text. You still read ancient dwarvish, do you not?

Elrond walks several paces off, into the moonlight. The map is bathed in PEARLY WHITE LIGHT.

ELROND
(in Elvish)
Moon runes.

GANDALF
Moon runes? Of course; an easy thing to miss.

ELROND
Well, in this case, that is true; moon runes can only be read by the light of a moon the same shape and season as the day on which they were written.

THORIN
Can you read them?

ANGLE ON: Elrond nods. He walks out of the chambers, Gandalf and the others following behind.

EXT. CLIFFSIDE – RIVENDELL – NIGHT

WIDE ON: The group enters an open area on the side of a cliff. Waterfalls rush on every side, ROARING DEAFENINGLY. Elrond lies the map on a LARGE CRYSTALLINE TABLE.

(CONTINUED)
ELROND
These runes were written on a Midsummer's Eve by the light of a crescent moon nearly two hundred years ago. It would seem you were meant to come to Rivendell. Fate is with you, Thorin Oakenshield; the same moon shines upon us tonight.

CLOSE ON: They look up. Clouds pass over the moon, shining down on the table.

ANGLE ON: Light flows through the map. GLOWING WHITE RUNES fade into view.

ELROND (CONT'D)
Stand by the gray stone when the thrush knocks, and the setting sun with the last light of Durin's Day will shine upon the keyhole.

BILBO
Durin's Day?

GANDALF
It is the start of the dwarves' near year, when the last moon of autumn and the first sun of winter appear in the sky together.

THORIN
This is ill news. Summer is passing. Durin's day will soon be upon us.

BALIN
We still have time.

BILBO
Time? For what?

BALIN
To find the entrance. We have to be standing at exactly the right spot at exactly the right time. Then, and only then, can the door be opened.

ELROND
So this is your purpose, to enter the Mountain?

(CONTINUED)
THORIN
What of it?

ELROND
There are some who would not deem it wise.

Thorin takes back the map gruffly. Gandalf looks to Elrond.

GANDALF
What do you mean?

ELROND
You are not the only guardian to stand watch over Middle Earth.

CLOSE ON: Elrond turns, leaving the others behind. Gandalf turns slowly, lost in deep thought.

INT. DWARVEN CHAMBER - RIVENDELL - NIGHT

ANGLE ON: The dwarves circle around a CAMPFIRE made from burning ELVISH FURNITURE in their quarters. Fili roasts a SAUSAGE above the fire.

He looks over at Gloin, sitting on a bench.

FILI
Gloin!

Fili throws the sausage to Gloin. As Gloin catches it, the bench breaks beneath him. The dwarves LAUGH UPROARIOUSLY.

EXT. STAIRWAY - RIVENDELL - NIGHT

WIDE ON: Bilbo wanders onto a large stairway. His face is etched with indecisiveness.

From far below the staircase, Gandalf and Elrond walk across a bridge. Curious, Bilbo watches them.

GANDALF
Of course I was going to tell you, I was waiting for this very chance. And really, I think you can trust that I know what I am doing.

ELROND
Do you? That dragon has slept for 60 years. What will happen if your (MORE)

(CONTINUED)
ELROND (cont'd)
plan should fail, if you wake that
beast?

GANDALF
What if we succeed? If the dwarves
take back the mountain, our
defenses in the east will be
strengthened.

ELROND
It is a dangerous move, Gandalf.

CLOSE ON: Bilbo notices that Thorin is standing behind him.
He too listens in on the argument.

GANDALF
It is also dangerous to do nothing.
The throne of Erebor is Thorin's
birthright, what is it you fear?

ELROND
Have you forgotten? A strain of
madness runs deep in that family.
His grandfather lost his mind, his
father succumbed to the same
sickness. Can you swear Thorin
Oakenshield will not also fall?
Gandalf, these decisions do not
rest with us alone. It is not up to
you or me to redraw the map of
Middle Earth.

Bilbo looks back at Thorin. His face is unreadable.

EXT. PAVILION - RIVENDELL - NIGHT

ANGLE ON: Gandalf and Elrond march up a flight of marble
stairs.

GANDALF
With or without our help, these
dwarves will march on the mountain.
They are determined to reclaim
their homeland. I do not believe
Thorin Oakenshield feels that he's
answerable to anyone. Nor for that
matter am I.

ELROND
It is not me you must answer to.

(CONTINUED)
Elrond leads the wizard into a pavilion. There, a tall, beautiful elf stands framed against the moonlight. She slowly turns around, revealing herself to be GALADRIEL.

GANDALF
Lady Galadriel.

GALADRIEL
Mithrandir.
(in Elvish; subtitled)
It has been a long time.

Gandalf gives her a gracious bow.

GANDALF (CONT'D)
(in Elvish; subtitled)
Age may have changed me, but not so the Lady of Lorien.

Galadriel smiles at the wizard.

GANDALF (CONT'D)
I had no idea Lord Elrond had sent for you.

CLOSE ON: A voice SOUNDS FROM THE DARKNESS. Gandalf turns to see SARUMAN THE WHITE, sitting in a far corner.

SARUMAN
He didn't. I did.

Gandalf bows.

GANDALF
Saruman.

SARUMAN
You've been busy of late, my friend.

EXT. PAVILION - RIVENDELL - DAY

ANGLE ON: Dawn breaks behind the White Council. Gandalf and Saruman are seated at a MARBLE TABLE, while Galadriel and Elrond circle around them.

SARUMAN
Tell me, Gandalf. Did you think these plans and schemes of yours would go unnoticed.

(CONTINUED)
GANDALF
Unnoticed? No, I'm simply doing what I feel to be right.

GALADRIEL
The dragon has long been on your mind.

GANDALF
It is true, my lady. Smaug owes allegiance to no one. But if he should side with the enemy, a dragon could be used to terrible effect.

ELROND
What do you mean?

GANDALF
There is something at work beyond the evil of Smaug. Something far more powerful. We can remain blind to it, but it will not be ignoring us, that I can promise you. A sickness lies over the Greenwood. The woodsmen who live there now call it Mirkwood, and they say...

His voice TRAILS OFF, uncertain.

SARUMAN
Well, don't stop now. Tell us what the woodsmen say.

GANDALF
They speak of a Necromancer living in Dol Guldur, a sorcerer who can summon the dead.

SARUMAN
That's absurd. No such power exists in this world. This Necromancer is nothing more than a mortal man. A conjurer dabbling in black magic.

GANDALF
And so I thought too, but Radagast has seen –

CLOSE ON: Saruman looks appalled.

(CONTINUED)
SARUMAN
Radagast? Do not speak to of
Radagast the Brown. He is a foolish fellow.

Gandalf SIGHS as Saruman goes on a tirade about the brown wizard.

Galadriel stops in her tracks, staring towards Gandalf. She begins to speak TELEPATHICALLY.

GALADRIEL (V.O.)
You carry something. It came to you from Radagast. He found it in Dol Guldur.

GANDALF (V.O.)
Yes.

GALADRIEL (V.O.)
Show me.

ANGLE ON: From out of his robes, Gandalf slowly lifts out Radagast's PACKAGE. He rests it on the table, letting out a DULL THUD.

ELROND
What is that?

GALADRIEL
A relic of Mordor.

Elrond reaches towards the package, unwrapping it.

CLOSE ON: The blade from Dol Guldur rests inside. The White Council looks shocked.

ELROND
A Morgul blade.

GALADRIEL
Made for the Witch-king of Angmar and buried with him. When Angmar fell, men of the north took his body and all that he possessed and sealed it within the High Fells of Rhudaur. Deep within the rock they buried them, in a tomb so dark it would never come to light.

(CONTINUED)
ELROND
That is not possible. A powerful spell lies upon those tombs; they cannot be opened.

SARUMAN
What proof do we have this weapon came from Angmar's grave.

GANDALF
I have none.

SARUMAN
Because there is none! Let us examine what we know. A single Orc pack has dared to cross the Bruinen, a dagger from a bygone age has been found, and a human sorcerer who calls himself the Necromancer has taken up residence in a ruined fortress. It's not so very much, after all.

WIDE ON: Lindir rushes into the pavilion, BREATHLESS. The council turns to look at him.

LINDIR
My lord Elrond, the dwarves, they've gone.

CLOSE ON: Elrond and Gandalf exchange stunned looks.

EXT. RIVENDELL OUTSKIRTS - DAY

WIDE ON: All of the dwarves are packed, hiking along the path leaving Rivendell.

THORIN
Be on your guard; we're about to step over the edge of the wild. Balin, you know these paths, lead on.

BALIN
Aye.

CLOSE ON: Bilbo turns around, looking back at Rivendell in longing.

(CONTINUED)
THORIN
Master Baggins, I suggest you keep up.

ANGLE ON: Reluctantly, Bilbo pulls away from Rivendell and follows behind the dwarves.

EXT. PAVILION - RIVENDELL - DAY

WIDE ON: Galadriel and Gandalf stand at the edge of the pavilion, the sun rising behind them. Elrond and Saruman are gone.

GALADRIEL
You will follow them?

GANDALF
Yes.

GALADRIEL
You are right to help Thorin Oakenshield. But I fear this quest has set in motion forces we do not yet understand. The riddle of the Morgul blade must be answered. Something moves in the shadows, unseen, hidden from our sight. It will not show itself, not yet. But everyday it grows with strength. You must be careful.

CLOSE ON: Gandalf turns and paces up and down the pavilion.

GALADRIEL (CONT'D)
Mithrandir, why the halfling?

Gandalf stares thoughtfully into the sunrise.

GANDALF
I do not know. Saruman believes that it is only great power that can hold evil in check. But that is not what I have found. I've found that it is the small things, everyday deeds of ordinary folk that keeps the darkness at bay. Simple acts of kindess and love. Why Bilbo Baggins? Perhaps it is because I'm afraid and he gives me courage.

(CONTINUED)
THE HOBBIT: AN UNEXPECTED...  (SCRIPTED EDIT) 11/6/15  74.

CONTINUED:

Galadriel stands in front of Gandalf, taking his old, weary hands in hers.

GALADRIEL

Do not be afraid, Mithrandir. You are not alone.

She tucks a LOOSE STRAND of Gandalf's hair back into place.

GALADRIEL (CONT'D)

(in Elvish; subtitled)
If you should ever need my help, I will come.

Gandalf bows, and Galadriel gently moves her hands away from his. Gandalf looks up. Galadriel is GONE.

EXT. ERIADOR - DAY

CRANE SHOT: The dwarves trudge through the WILDERNESS OF ERIADOR. The Misty Mountains are plain in the distance, capped with snow. Over ranges, rivers and waterfalls they pass, silent with determination.

Slowly, their path becomes higher and higher, looming over the fields below. The Misty Mountains grow nearer with every step.

EXT. MISTY MOUNTAINS - DAY

Finally, the Company finds themselves climbing the VAST MOUNTAIN RANGE, through rock and snow, framed against the blue sky behind them.

EXT. MISTY MOUNTAINS - NIGHT

WIDE ON: A FIERCE STORM RAGES in the air. LIGHTNING STRIKES here and there, and RAIN POURS DOWN without mercy.

ANGLE ON: Thorin leads the dwarves across a NARROW, DANGEROUS TRAIL on the side of the mountain. A cliff lies on one side of the path, with a sheer drop on the other.

THORIN

Hold on!

The dwarves carefully make their way across the ridge, half-drowned in rain. As Bilbo walks, the stone beneath him gives way. Dwalin manages to catch him in the nick of time.

(CONTINUED)
THORIN
We must find shelter!

CLOSE ON: Dwalin points up, looking at something in the distance.

DWALIN
Look out!

WIDE ON: A MASSIVE BOULDER hurtles through the air. It hits the mountainside above the dwarves, sending rocks crumbling down around them as they press themselves against the mountain.

CLOSE ON: Balin steps forward, pointing up at the sky.

BALIN
This is no thunder storm! It's a thunder battle! Look!

WIDE ON: A MASSIVE STONE GIANT rears up from a nearby mountain. It rips a giant CHUNK OF STONE from the top of the mountain.

FILI
Well, bless me! The legends are true! Giants; stone giants!

The stone giant throws the rock across the valley. It crashes into ANOTHER STONE GIANT, rising from the mountainside. The dwarves watch, caught in the middle.

THORIN
Take cover, you'll fall!

ANGLE ON: Debris begin to fall over the Company once again. The dwarves hold onto the mountainside as the ground beneath them begins to CRACK and SPLIT, separating the dwarves.

FILI
Kili, grab my hand! Kili!

Kili, Oin, Gloin and Thorin begin to drift away from the others.

WIDE ON: The dwarves stand on the knees of a THIRD STONE GIANT, who rises slowly to the fight. The second stone giant lumbers over, HEADBUTTING the third giant.

ANGLE ON: As the giant falls backwards, Bilbo and the dwarves are sent TUMBLING forwards and backwards, hanging

(CONTINUED)
onto the mountainside for dear life. Thorin, Oin, Gloin and Kili manage to jump onto the still side of the mountain.

WIDE ON: The third giant rises back up again. Slowly, the second throws a punch, sending it falling back into its place on the mountain.

ANGLE ON: Thorin and the other watch, helpless, as the rest of the Company is seemingly crushed between the stone.

    THORIN

    NO!

Thorin runs forward across the ledge. He runs along the path, finding them alive and well.

    GLOIN

It's alright! They're alive!

Fili scans the mountainside. There is no side of Bilbo.

    FILI

Where's Bilbo?

He looks over the edge, shocked to find Bilbo dangling off the edge of the cliff.

    FILI (CONT'D)

There!

CLOSE ON: The dwarves clamor around the cliff, trying to pull him up.

ANGLE ON: Thorin swings down on the cliff next to Bilbo and boosts him up. The others haul him onto the ledge. Thorin climbs up behind Bilbo.

    DWALIN

I thought we'd lost our burglar.

    THORIN

He's been lost ever since he left home. He should never have come. He has no place amongst us.
    (turns to the dwarves)
Now, we must find shelter.

The dwarves nod in agreement, following after Thorin's lead.
INT. CAVE - MISTY MOUNTAINS - NIGHT

ANGLE ON: The Company enters a cave. It is dark, still and silent.

DWALIN
It looks safe enough.

THORIN
Search to the back; caves in mountains are seldom unoccupied.

Dwalin searches the back of the cave, LANTERN IN HAND. After a brief investigation, he returns to the others.

DWALIN
There's nothing here.

Gloin drops a BUNDLE OF WOOD on the floor. He grins, rubbing his hands together.

GLOIN
Right then! Let's get a fire started.

THORIN
No. No fires, not in this place. Get some sleep. We start at first light.

BALIN
We were to wait in the mountains until Gandalf joined us. That was the plan.

THORIN
Plans change.

Thorin turns to Fili.

THORIN (CONT'D)
Fili, take the first watch.

INT. CAVE - MISTY MOUNTAINS - NIGHT - LATER

WIDE ON: All of the dwarves are asleep, resting on top of PILES OF LUGGAGE.

CLOSE ON: From the corner of the cave, Bilbo opens his eyes. Seeing that no one is awake, he quietly rolls up his blankets and packs his things.

(CONTINUED)
ANGLE ON: Packed and ready, Bilbo makes for the cave entrance. Fili sees him and jumps up.

FILI
Where do you think you're going?

BILBO
Back to Rivendell.

FILI
No, no, you can't turn back now, you're part of the company. You're one of us.

BILBO
I'm not though, am I? Thorin said I should never have come, and he was right. I'm not a Took, I'm a Baggins, I don't know what I was thinking. I should have never ran out my door.

CLOSE ON: Thorin, awake, stares thoughtfully at the walls, listening.

FILI
You're homesick; I understand.

BILBO
No, you don't! You don't understand, none of you do - you're dwarves! You're used to this life, to living on the road, never settling in one place, not belonging anywhere.

Fili looks slightly offended. Bilbo gives an apologetic look.

BILBO
I'm sorry, I didn't mean -

Fili shakes his head, looking down at his sleeping companions.

FILI
No, you're right. We don't belong anywhere.

(looks to Bilbo)
I wish you all the luck in the world. I really do.

(CONTINUED)
Beaming, Fili places his hand on Bilbo's shoulder. Bilbo and Fili exchange one final look, before Bilbo turns around to the exit.

FILI
What's that?

Fili points to his belt. Bilbo looks down. He pulls his sword partway out of its sheath. IT GLOWS BLUE.

ANGLE ON: Suddenly, STRANGE MECHANICAL NOISES comes from the ground. Thorin raises his head, seeing the sandy ground beneath him CRACK APART.

THORIN
Wake up! Wake up!

Before anyone can react, the cave floor COLLAPSES DOWNWARDS.

INT. GOBLIN CHUTE - MISTY MOUNTAINS - NIGHT

The entire Company goes SAILING DOWN A CHUTE, sliding through tunnels and passages. The dwarves SCREAM as they are thrown downwards.

INT. GOBLIN CAGES - MISTY MOUNTAINS - NIGHT

ANGLE ON: All of the dwarves fall onto a WOODEN CAGE. As they struggle to rise, a HORDE OF GOBLINS attack them.

CLOSE ON: The creatures viciously take their weapons, pushing them forwards. The dwarves attempt to fight back, to no avail.

ANGLE ON: As they are led away, Bilbo crouches out of sight. The passing goblins do not even spare him a glance.

CLOSE ON: Oin looks over his shoulder and sees Bilbo. Before he can do anything, the goblins push him forward.

ANGLE ON: Bilbo scampers to hide behind the RAILINGS. He watches as the goblins proceed through the darkness. Bilbo draws out his sword. He follows behind the goblin's path, unseen.

Suddenly, ONE GOBLIN jumps out in front of him. Armed with a DAGGER, the goblin rushes forward. Steel meets steel, and Bilbo barely manages to keep himself alive.

The goblin LEAPS on top of Bilbo, biting into his shoulder. Bilbo staggers back, falling over the railings. Together,
CONTINUED:

Bilbo and the goblin fall through the dark chasm, SCREAMING.

INT. GOBLIN TOWN — MISTY MOUNTAINS — NIGHT

TRACKING SHOT: The goblins lead the dwarves down a vast network of TUNNELS AND WOODEN BRIDGES. Thousands of other goblins look on, SNARLING.

INT. THRONE ROOM — GOBLIN TOWN — NIGHT

WIDE ON: They are led into the massive throne room and brought to the feet of THE GREAT GOBLIN.

CLOSE ON: With a WHEEZE and a COUGH, The Great Goblin lounges on his throne. He is far larger and far uglier than any other goblin.

ANGLE ON: The goblins pile the dwarves' weapons together. The Great Goblin leaps from his throne, leaning on a SKULL-TOPPED MACE for support.

GREAT GOBLIN
Who would be so bold as to come armed into my kingdom? Spies? Thieves? Assassins?

His second in command, GRINNAH, steps forward.

GRINNAH
Dwarves, your malevolence.

GREAT GOBLIN
Dwarves?

GRINNAH
We found them on the Front Porch.

GREAT GOBLIN
Well, don't just stand there! Search them! Every crack, every crevice.

The goblins rush forward, searching thoroughly. Whatever they find, the goblins throw on the ground and destroy.

CLOSE ON: One particular goblin grabs Oin's hearing trumpet and crushes it underfoot.

GREAT GOBLIN
What are you doing in these parts?

(CONTINUED)
ANGLE ON: The dwarves hesitate. The Great Goblin grins.

    GREAT GOBLIN (CONT'D)
    Very well, if they will not talk, we'll make them squawk! Bring out the mangler! Bring out the bone breaker! Start with the youngest.

He points to Kili. Thorin quickly steps forward.

    THORIN
    Wait!

    GREAT GOBLIN
    Well, well, well, look who it is! Thorin, son of Thrain, son of Thror, King Under The Mountain.

The Great Goblin gives a mocking bow.

    GREAT GOBLIN (CONT'D)
    Oh, but I'm forgetting, you don't have a mountain. And you're not a king. Which makes you nobody, really. But I know someone who would pay a pretty price for your head. Just the head, nothing attached. Perhaps you know of whom I speak. A vengeful enemy of yours.

CLOSE ON: Thorin looks up in disbelief.

    THORIN
    Bolg of the North?

The other dwarves look shocked. The Great Goblin chuckles at their surprise.

ANGLE ON: He turns to the tiny GOBLIN SCRIBE, sitting in a BASKET.

    GREAT GOBLIN
    Send word to Bolg of the North. Tell him, I have found his prize.

The scribe writes down this message on a SLATE. With a CACKLE, he PULLS A LEVER and sails off into the dark caverns below.
INT. GOBLIN TUNNELS – MISTY MOUNTAINS – NIGHT

CLOSE ON: Bilbo lies in a clump of mushrooms. Slowly, he regains consciousness. The goblin he dueled lies further off, GASPING FOR BREATH.

ANGLE ON: Out of the darkness, a strange figure approaches. Walking on all fours, it crawls to the goblin. It is GOLLUM.

GOLLUM
Yes, yes, yes!
(starts to cough)
Gollum. Gollum.

CLOSE ON: Bilbo hides behind the mushrooms. He watches Gollum circle around the goblin.

ANGLE ON: Gollum drags the goblin by his feet. Suddenly, it springs to life, grabbing Gollum. In response, Gollum grabs a near ROCK, and pounds it against the goblin's head.

CLOSE ON: As Gollum beats down on the goblin, a GOLDEN RING falls out of his loincloth. It lands on the ground with a SOFT THUD.

ANGLE ON: The goblin falls backwards, knocked out. Gollum continues to pull the goblin away.

GOLLUM (CONT'D)
Nasty goblinses. Better than old bones, precious. Better than nothing!

Gollum rounds a corner, out of sight. Once he is gone, Bilbo jumps out of the mushroom patch and retrieves his sword. It still GLOWS BLUE.

CLOSE ON: By the light of the sword, Bilbo sees the Ring below him. Intrigued, he picks it up and examines it.

Gollum begins to MOAN in the distance. Without a second thought, Bilbo drops the Ring in his pocket. He follows the sound of Gollum's voice.

SMEAGOL
Too many boneses, precious. Not enough flesh!

GOLLUM
Shut up! Get its skin off. Start with its head.

(CONTINUED)
WIDE ON: Bilbo creeps around the corner. He sees Gollum, or in this case SMEAGOL, silhouetted on top of an OUTCROPPING ROCK in the middle of a SMALL LAKE. Smeagol sings joyfully as he beats the goblin.

SMEAGOL
(singing)
The cold hard lands, they bites our hands, they gnaws our feet. The rocks and stones, they're like old bones, all bare of meat. Cold as death, they have no breath, its good to eat.

With a HOWL, the goblin wakes again, but Gollum is too quick for him. He smashes in the goblin's head with another stone. Suddenly, Gollum looks up and sees the glow of Bilbo's sword.

ANGLE ON: Panicked, Bilbo dives behind a boulder. The light of his sword slowly FLICKERS AWAY. The goblin is dead. Bilbo peers over at Gollum's rock with caution.

He is gone.

CLOSE ON: Gollum is mounted on a SMALL, WOODEN BOAT. Using his hands as paddles, he swims across the lake.

Bilbo still hides behind the rock. His breath is QUICK AND PAINED. He is afraid.

From behind him, he hears a SCUFFLING NOISE. Bilbo turns to look up. Gollum is climbing the rock above. He jumps down, and gives Bilbo a toothy grin.

GOLLUM
Bless us and splash us, precious!
That's a meaty mouthful!

ANGLE ON: Gollum crawls towards Bilbo. The hobbit points the tip of his sword at Gollum's throat. He retreats in fear.

GOLLUM (CONT'D)
Gollum. Gollum.

BILBO
Back! Stay back! I'm warning you, don't come any closer.

Bilbo rises, pointing the blade down at Gollum.

(CONTINUED)
GOLLUM
It's got an elvish blade, but it's not an elfs. Not an elfs, no.

CLOSE ON: Gollum squints up at Bilbo, perplexed.

GOLLUM (CONT'D)
What is it, precious? What is it?

BILBO
My name is Bilbo Baggins.

GOLLUM
Bagginses? What is a Bagginses, precious?

BILBO
I'm a hobbit, from the Shire.

GOLLUM
Oh! We like goblinises, batses and fishes, but we haven't tried hobbitises before. Is it soft? Is it juicy?

Gollum steps closer to Bilbo, mouth watering. Bilbo holds out his sword, waving it wildly about.

BILBO
Now, now, keep your distance! I'll use this if I have to!

WIDE ON: Gollum SNARLS LOUDLY. It echos across the cave.

BILBO (CONT'D)
I don't want any trouble, do you understand? Just show me the way to get out of here, and I'll be on my way!

GOLLUM
Why? Is it lost?

BILBO
Yes, yes, and I want to be unlost as soon as possible.

Gollum's face lights up. Smeagol has returned.

(CONTINUED)
SMEAGOL
Oh! We knows! We knows safe paths for hobbitses. Safe paths in the dark.

GOLLUM
Shut up!

Bilbo frowns.

BILBO
I didn't say anything.

GOLLUM
Wasn't talking to you.

CLOSE ON: Gollum crouches behind an OUTCROPPING STONE.

SMEAGOL
Well, yes, we was, precious, we was.

BILBO
Look, I don't know what your game is, but I -

Smeagol holds up his hand and begins to recite a riddle.

SMEAGOL
Games? We love games, doesn't we, precious?
(to Bilbo)
Does it like games? Does it? Does it? Does it like to play?

BILBO
Maybe?

Smeagol holds up his hand and begins to recite a riddle.

SMEAGOL
What has roots as nobody sees, is taller than trees. Up, up, up it goes, and yet never grows.

Bilbo takes some time to think it over.

BILBO
The mountain.

WIDE ON: Smeagol nods and lets out a BREATHELESS LAUGHTER.

(CONTINUED)
SMEAGOL
Yes, yes! Oh, let's have another one. Come on, do it again, do it again! Ask us.

GOLLUM
NO! No more riddles! Finish him off! Finish him now! Gollum! Gollum!

ANGLE ON: Gollum begins to lunge at Bilbo. Bilbo holds up a hand.

BILBO
No! No! I want to play, I do. I can see that you are very good at this. So, why don't we have a game of riddles? Yes? Just you and me.

Smeagol scuttles forward, excited.

SMEAGOL
Just us?

BILBO
Yes. Yes. And if I win, you show me the way out.

CLOSE ON: With a GROWL, Gollum turns away. He crouches behind the stone, speaking to his Smeagol half.

GOLLUM
And if it loses? What then?

SMEAGOL
If it loses, precious, then we eats it.

Smeagol pops out from behind the stone.

SMEAGOL (CONT'D)
If Baggins loses, we eats it whole.

Bilbo pauses, digesting this information. Reluctantly, he begins to sheath his sword.

BILBO
Fair enough.

Smeagol looks up at him, expectant.

(CONTINUED)
SMEAGOL
Well, Baggins first.

BILBO
Thirty white horses on a red hill. 
First they champ, then they stamp, 
then they stand still.

Smeagol thinks long and hard. Finally, he replies.

SMEAGOL
Teeth?

Bilbo looks unhappy; Smeagol is correct.

SMEAGOL (CONT'D)
(laughing)
Teeth! Yes, my precious! But we, we only have nine.

Smeagol opens his mouth wide, displaying his nine teeth. Bilbo is disgusted.

SMEAGOL (CONT'D)
Our turn. Voiceless it cries, 
wingless flutter, toothless bites, 
mouthless mutters.

ANGLE ON: Smegol creeps forward, unsettling Bilbo. He tries is best to keep a rock between the two of them.

BILBO
Just a minute.

Bilbo walks off to the side of the lake. Smeagol suddenly becomes excited.

SMEAGOL
Oh, we knows! We knows!

GOLLUM
Shut up!

CLOSE ON: Bilbo watches the lake water, thinking. A SOFT BREEZE ruffles the surface of the water. Bilbo grins.

BILBO
Wind. It's wind. Of course it is!

ANGLE ON: Gollum GROWLS, furious. 

(CONTINUED)
GOLLUM
Very clever, hobbitses, very clever.

Gollum clambers forward, SNARLING. Bilbo unsheathes his sword, pointing it down at Gollum.

BILBO
A box without hinges, key or lid, yet golden treasure inside is hid.

Smeagol turns around, MUTTERING to himself.

SMEAGOL
Box... and a lid, then a key...

BILBO
Well?

SMEAGOL
It's nasty.

Smeagol paces up and down the slab of rock. Bilbo looms over him, triumphant.

BILBO
Give up?

SMEAGOL
Give us a chance, precious, give us a chance!

Frustrated, Smeagol pounds down at the floor. He PUCKERS HIS FACE, deep in furious thought. Suddenly, he opens his eyes, smiling widely.

SMEAGOL
Eggses!

Bilbo frowns. Smeagol has gotten right yet another riddle.

SMEAGOL (CONT'D)
Eggses! Wet, crunchy, little eggses. Grandmother taught us to suck them, yes!

A BAT SQUEALS in the distance. Startled, Bilbo looks around for the bat. He looks back down. Smeagol is gone, but his voice echoes from across the cave.

(CONTINUED)
SMEAGOL
We have one for you. All things it devours, birds, beasts, trees and flowers. Gnaws iron, bites steel, grinds hards stone to meal.

ANGLE ON: Bilbo paces around the rock, sword raised defensively. Eyebrows furrowed, he thinks to solve the riddle.

GOLLUM
Answer us!

BILBO
Give me a moment, please! I gave you a good long while.

Bilbo walks in circles around the slab, shaking his head.

BILBO
I don't know this one.

GOLLUM
Is it tasty? Is it scrumptious? Is it crunchable?

Out of nowhere, Gollum appears behind Bilbo and grabs his neck. Bilbo jumps away, aiming his sword straight at Gollum.

BILBO
Let me think. Let me think.

Slowly, Bilbo backs away. Smeagol watches with a grin.

SMEAGOL
It's stuck. Bagginses is stuck.

Bilbo paces back and forth, frustrated.

SMEAGOL
Time's up.

CLOSE ON: Smeagol gives an eerie smile. Bilbo turns around, a grin is wide on his face.

BILBO
Time. The answer is time.
(clears his throat)
Actually, it wasn't that hard.

(CONTINUED)
GOLLUM
Last question. Last chance.

Behind his back, Gollum grasps onto a ROCK. Bilbo doesn't notice. He is too busy thinking of a riddle.

GOLLUM (CONT'D)
Ask us. Ask us!

BILBO
Yes, yes, all right.

WIDE ON: Bilbo strolls to the edge of the bank. He absentmindedly rubs his pocket. He feels the Ring inside.

BILBO (CONT'D)
What have I got in my pocket?

SMEAGOL
That's not fair. That's not fair, it's against the rules!

ANGLE ON: Smeagol throws down the rock in his fury. Bilbo looks at it, startled.

SMEAGOL (CONT'D)
Ask us another one!

Bilbo steps closer, shaking his head.

BILBO
No, no, no. You said, 'ask me a question'. Well, I did. What have I got in my pocket?

SMEAGOL
Three guesses, precious. It must give us three!

BILBO
Three guesses. Very well, guess away.

SMEAGOL
Handsies.

Bilbo pulls his hands out just in time.

BILBO
Wrong, guess again.

(CONTINUED)
Smeagol crouches to the floor, MUTTERING TO HIMSELF. In frustration, he slaps the ground in increasing anger.

SMEAGOL
Knife!

GOLLUM
Oh, shut up!

BILBO
Wrong again. Last guess.

SMEAGOL
String! Or nothing.

BILBO
Two guesses at once. Wrong, both times.

Smeagol falls to the floor, CRYING in his defeat. Bilbo looms over him, victorious.

BILBO (CONT'D)
Come on then, I won the game. You promised to show me the way out.

CLOSE ON: Gollum gets to his feet, his back turned.

GOLLUM
Did we say so, precious? Did we say so?

Slowly, Gollum turns around. He glares up at Bilbo.

GOLLUM (CONT'D)
What has it got in its pocketses?

BILBO
That's no concern of yours. You lost.

Gollum grins as he approaches Bilbo. He reaches for something hidden at his side.

His face registers in shock. Whatever he is looking for, it is not there.

GOLLUM
Where is it? Where is it? No! No! No!

(CONTINUED)
ANGLE ON: Gollum scuttles around the cave, scattering bones and rocks as he searches in vain.

GOLLUM (CONT'D)
Lost! Curses and splashes, my precious is lost!

It dawns on Bilbo. He takes the Ring from his pocket and hides it behind his back.

BILBO
What have you lost?

GOLLUM
Mustn't ask us! Not its business!
Gollum, gollum!

CLOSE ON: Gollum leans over the edge of the lake, SOBBING. He stares at his reflection, and slowly his cries begin to cease. Gollum's face becomes contorted in anger.

GOLLUM (CONT'D)
What has it got in its nasty, little pocketsses?

Bilbo's grasp around the Ring tightens. Slowly, Gollum turns to look at Bilbo. His face is pale with shock.

GOLLUM (CONT'D)
He stole it. He stole it! HE STOLE IT!

SNARLING, Gollum throws a STONE at Bilbo. He manages to deflect it with his sword, and runs off, deeper into the tunnels. Gollum chases after him, ROARING.

INT. THRONE ROOM - GOBLIN TOWN - NIGHT

WIDE ON: Dozens of goblins carry massive INSTRUMENTS OF TORTURE into the throne room. The Great Goblin prances around his throne, singing a HORRENDOUS SONG.

GREAT GOBLIN
(singing)
Bones will be shattered, necks will be wrung. You'll be beaten and battered, from racks you'll be hung. You will die down here and never be found, down in the deep of Goblin Town!

(CONTINUED)
CLOSE ON: Grinnah examines the dwarves' weapons, starting with ORCRIST. He slides it a few inches from its sheath.

Recognizing the sword, Grinnah GASPS IN HORROR and throws down the sword. Orcrist lands in view of the other goblins. They HOWL IN FEAR.

GREAT GOBLIN
I know that sword! It is the Goblin Cleaver! The Biter! The blade that sliced a thousand necks!

ANGLE ON: As he speaks, Grinnah and his men pull out their WEAPONS and beat the dwarves to the ground.

GREAT GOBLIN (CONT'D)
Slash them! Beat them! Kill them!
Kill them all!
(points to Thorin)
Cut off his head!

CLOSE ON: Goblins hold Thorin down, raising a knife high above his head.

WIDE ON: Suddenly, there is a vast EXPLOSION OF WHITE LIGHT. The goblins and the torture machines go FLYING, while the dwarves are knocked to the ground.

The explosion passes. A shadow is framed against the dim light. It is Gandalf, armed with sword and staff.

ANGLE ON: Slowly, the dwarves and the goblins recover from the shockwave. All eyes turn to Gandalf.

GANDALF
Take up arms. Fight. Fight!

The dwarves jump to their feet, fending off the goblins. Gandalf slices through the oncoming goblins like butter. The Great Goblin points to Gandalf's sword, TREMBLING.

GREAT GOBLIN
He wields the Foe-Hammer. The Beater, bright as daylight!

The dwarves manage to reach their weapons. AXES, SWORDS, and HAMMERS are tossed from this dwarf to that dwarf. Together, they charge into battle, SHOUTING WAR CRIES.

Kili slices through goblins, spraying BLACK BLOOD. They fall to his feet, dead. In his haste, Kili trips over the bodies

(CONTINUED)
and falls to the floor.

The Great Goblin rises to his feet. He charges forward, bringing his mace down on Kili. Thorin intervenes, deflecting the Great Goblin's blow.

With a FRIGHTENED HOWL, the Great Goblin falls backwards and off of the platform. He goes sailing down into the abyss below, SCREAMING LIKE A COWARD.

CLOSE ON: The dwarves butcher the goblins, fighting with great severity. Gandalf approaches the dwarves, urgent.

GANDALF
Follow me! Quick! Run!

WIDE ON: Gandalf and the dwarves sprint out of the throne room. Herds of goblins chase after them.

INT. GOBLIN TUNNELS - MISTY MOUNTAINS - NIGHT

ANGLE ON: Bilbo hurries down the tunnels, sword at his side. Gollum SHOUTS from the distance.

GOLLUM
Give it to us!

Bilbo dives into a cave on his left, PANTING. He sees Gollum crawl past the entrance. Relieved, Bilbo makes for a crack in the cave wall.

He squeezes through the cranny. However, his SHIRT BUTTONS catch along the edges. He is stuck.

From outside, Gollum backtracks. He locks eyes with Bilbo. He SNARLS, and rushes into the cave.

GOLLUM (CONT'D)
It's ours! It's ours!

Bilbo exhales and pushes as hard as he can.

CLOSE ON: He manages to fit through the crack, but his brass buttons rip off his waistcoat. They rain down on an irritated Gollum.

ANGLE ON: Bilbo makes it to the other side of the tunnels. Unfortunately, he trips on some PEBBLES and falls flat on his back.

(CONTINUED)
CLOSE ON: The Ring flies out of his hands, and into the air. As it descends, Bilbo reaches to grab it. The Ring slides onto his finger, casting him INVISIBLE.

ANGLE ON: Now in the RING WORLD, Bilbo watches as Gollum leaps into the cave. Gollum looks around for Bilbo, confused.

In Bilbo's state of vision, everything is BLURRED and COLORLESS.

GOLLUM (CONT'D)
Thief! Baggins!

As Gollum ROARS, the sound seems to be COMPRESSED. He darts off, going deeper into the tunnels. Bilbo gets to his feet, amazed.

INT. TUNNEL EXIT - MISTY MOUNTAINS - DAY

WIDE ON: Gollum leaps into the final tunnel. Light is seen through the exit of the cave. SUNRISE.

GOLLUM
Wait, my precious! Wait! Gollum, Gollum.

ANGLE ON: Still invisible, Bilbo approaches Gollum, sword drawn. He watches as Gollum peers out of the tunnel exit, distressed.

Suddenly, SHUFFLING FOOSTEPS sound from nearby. Gollum rushes back into the tunnel, and hides out of sight. The FOOTSTEPS come closer, and closer, until -

It is Gandalf. He leads the dwarves out of the tunnel, urgently BARKING COMMANDS. Bilbo watches them, FRANTIC.

EXT. MOUNTAIN Side - WILDERLAND - DAY

CRANE SHOT: Gandalf and the seven dwarves rush down the vast mountainside. Sunlight is slowly CREEPING over top of the trees.

INT. TUNNEL EXIT - MISTY MOUNTAINS - DAY

CLOSE ON: Gollum turns, looking back at the exit. Bilbo stands behind him. He draws his sword, raising it high above Gollum's head.

(CONTINUED)
CONTINUED:

Gollum turns back around. Although he cannot see him, Gollum stares straight at Bilbo. Bilbo grips his sword, hesitating. SALTY TEARS begin to well in Gollum's eyes. For a second, he seems almost human.

Out of pity, Bilbo lowers his sword. He takes a DEEP BREATH, and steps back. Gollum begins to SNARL, hearing him. Bilbo runs forward and leaps over Gollum, knocking him down in the process.

ANGLE ON: Bilbo flees out of the exit, into the daylight.

CLOSE ON: Enraged, Gollum jumps to his feet. He scrabbles around himself, grabbing for Bilbo.

GOLLUM
Baggins! Thief! Curse it and crush it, we hates it forever!

EXT. MOUNTAINSIDE - WILDERLAND - DAY

CRANE SHOT: Still invisible, Bilbo bolts down the mountainside, hot on the dwarves' trail.

WIDE ON: Far ahead of Bilbo, Gandalf stops to count the dwarves as they catch up.

GANDALF
Three, four, five, Gloin, that's six. And Dwalin, that makes seven.

Gandalf looks around him for Bilbo.

GANDALF (CONT'D)
Where's Bilbo? Where is our hobbit?

None of the dwarves answer.

ANGLE ON: Bilbo has caught up with the others. He stands behind a tree, LISTENING.

GANDALF (CONT'D)
Where is our hobbit?

DWALIN
Curse the halfling! Now he's lost!

GLOIN
I thought he was with Kili!

(CONTINUED)
KILI
Don't blame me!

GANDALF
Well, where did you last see him?

OIN
I think I saw him slip away when they fist cornered us.

Gandalf becomes greatly discontent. Almost panicked.

GANDALF
What happened exactly? Tell me!

THORIN
I'll tell you what happened. Master Baggins saw his chance and he took it. He's thought of nothing but his soft bed and his warm hearth since first he stepped out of his door. We will not be seeing our hobbit again. He is long gone.

CLOSE ON: Bilbo leans against the tree, seemingly CRUSHED. The dwarves look at one another, indifferent.

ANGLE ON: Bilbo, NOW VISIBLE, steps out from behind the tree.

BILBO
No, he isn't.

The dwarves look surprised. Gandalf's face lights up in relief.

GANDALF
Bilbo Baggins! I've never been so glad to see anyone in my life!

Bilbo steps closer. The dwarves circle around him, stunned.

KILI
Bilbo! We'd given you up!

FILI
How on earth did you get past the goblins?

DWALIN
How, indeed.

(CONTINUED)
Bilbo gives a NERVOUS LAUGH as he slips the Ring into his pocket. Gandalf notices, but says nothing.

GANDALF
Well, what does it matter? He's back.

THORIN
It matters. I want to know; why did you come back?

BILBO
Look, I know you doubt me. I know you always have. And you're right. I often think of Bag End. I miss my books, and my armchair, and my garden. See, that's where I belong. That's home. And you don't have one, a home. It was taken from you. But I will help you take it back if I can.

CLOSE ON: The dwarves are taken aback. Slowly, it dawns on them: Bilbo cares. Gandalf, impressed, shares a warm smile with the hobbit.

EXT. CLIFFSIDE - WILDERLAND - DAY

ANGLE ON: Looming above the dwarves, a TROOP OF ORCS ride to the edge of the cliff. At the head of the pack rides BOLG OF THE NORTH.

Half blind, muscular and tall, Bolg looks to be a force to be reckoned with. He turns to the Orcs behind him, pointing forward.

BOLG
(in Black Speech; subtitled)
Run them down! Tear them to pieces!

At his call, his troop races down the cliffside, mounted on JET BLACK WARGS.

EXT. MOUNTAINSIDE - WILDERLAND - DAY

WIDE ON: The dwarves jump up, hearing the HOWLS. Thorin looks to Gandalf, wide eyed.

THORIN
Out of the frying pan -
GANDALF
And into the fire. Run. Run!

Gandalf wheels around, leading Bilbo and the dwarves down the face of the mountain. Bolg and his riders chase after them.

EXT. PLAINS - WILDERLAND - DAY

ANGLE ON: The Company darts across GRASSLANDS and STREAMS. Gandalf leads the way, yards ahead of the dwarves.

GANDALF
Come on!

EXT. FOREST - WILDERLAND - DAY

WIDE ON: Bolg and his orcs speed through the THICK TREES, weapons drawn. Suddenly, an EAR SPLITTING ROAR rings through the forest.

ANGLE ON: The orc pack skids to a halt, looking for the noise.

Further along, the dwarves come to a stop. The look in dismay at one another.

GANDALF
This way, quickly!

Gandalf resumes his run. With haste, Bilbo and the dwarves follow after him.

EXT. PLAINS - WILDERLAND - DAY

WIDE ON: Gandalf points forward. A LARGE, WOODEN HOUSE surrounded by TREES and HEDGES is seen in the distance.

GANDALF
To the house! Run!

The ROARING ECHOS from behind them. The dwarves run a little faster, drawing nearer and nearer to the house.

EXT. BEORN'S HOUSE - WILDERLAND - DAY

CRANE SHOT: Eventually, the Company reaches the house. They sprint through a GATE between the hedges.

GANDALF
Come on, get inside!

(CONTINUED)
ANGLE ON: The dwarves rush to the door, BUMBLEBEES BUZZING past them. They reach the door, throwing themselves against it in desperation.

CLOSE ON: Gandalf looks as a MASSIVE BEAR breaks out from the edge of the forest and barrels towards them.

GANDALF (CONT'D)
Open the door!

Thorin pushes through the dwarves. He manages to raise the EXTERIOR BOLT, opening the doors. As the bear crashes through the gate, the entire company floods into the home.

INT. BEORN'S HOUSE - WILDERLAND - DAY

The dwarves attempt to slam the door shut. However, the bear pushes his head inside, ROARING and SNARLING.

Panicked, the dwarves push against the door, SCREAMING. Bilbo withdraws his sword and points it up at the bear. Gandalf only watches, calm.

With a final heave, the dwarves manage to close the door and drop the bolt across it. Catching their breath, everyone looks to Gandalf.

BILBO
What is that?

GANDALF
That is our host. His name is Beorn and he's a skinchanger. Sometimes he's a huge, black bear, sometimes he's a great, strong man. The bear is unpredictable, but the man can be reasoned with. However, he is not overfond of dwarves.

The dwarves look at one another, distressed. Bilbo peaks through a crack in the door.

BILBO
He's leaving.

Fili steps forward. He places a hand on Bilbo's shoulder.

FILI
Get away from there. It's not natural, none of it. He's under some dark spell.

(CONTINUED)
GANDALF
Don't be ridiculous. He's under no enchantment but his own.
(he turns to the others)
Alright now, get some rest, all of you. You'll be safe here tonight.

ANGLE ON: The dwarves begin to spread through the house.

INT. BEORN'S HOUSE - WILDERLAND - NIGHT

Most of the dwarves sleep throughout the house, peaceful and at ease. Thorin sits beside a window, looking out at the VAST FIELDS. Gandalf sits among the resting dwarves, smoking his pipe.

Bilbo and Balin are seated at the kitchen table, staring into the CRACKLING FLAMES.

CLOSE ON: Bilbo turns to Balin, confused.

BILBO
Balin, who was that out there? The orc?

BALIN
Bolg of the North. An ancient enemy of Durin's Folk.

BILBO
Ancient enemy. That's why he's chasing us?

BALIN
Aye. After the dragon took the Lonely Mountain, Thorin's grandfather, King Thror, tried to reclaim the ancient dwarf kingdom of Moria.

EXT. MORIA GATES - MISTY MOUNTAINS - DAY (FLASHBACK)

WIDE ON: THOUSANDS OF DWARVES fight THOUSANDS OF ORCS before the great gates of Moria. YOUNGER VERSIONS of Thorin, Balin and Dwalin fight alongside THRAIN, Thorin's father, and the great KING THROR.

BALIN (V.O.)
But our enemy had gotten there first.

(CONTINUED)
Bodies drop left and right. Fatal blows are dealt to both armies. With one fall of their swords, Thorin, Thrain and Thror fight off the orcs with great skill.

Amongst the carnage, a pale-white orc looms over the armies, SCARS strewn across his bare chest. AZOG THE DEFILER.

He gives a MIGHTY ROAR, wiping out dwarves with his MASSIVE MACE.

BALIN (V.O.) (CONT'D)
Moria had been taken by legions of orcs led by the most vile of all their race. Bolg's father, Azog the Defiler. The giant Gunabad Orc had sworn to wipe out the line of Durin.

CLOSE ON: Azog spots Thror in the battlefield and lumbers forward. The dwarven king looks small and weak compared to his colossal enemy.

INT. BEORN'S HOUSE - WILDERLAND - NIGHT

Thorin listens from the window as he stares into the wild. Bilbo listen eagerly from the table.

BALIN
He began by beheading the king.

Tears well in Balin's eyes, REMEMBERING.

EXT. MORIA GATES - MISTY MOUNTAINS - DAY (FLASHBACK)

WIDE ON: Azog ROARS IN TRIUMPH. He holds King Thror's SEVERED HEAD high above him for all to see.

CLOSE ON: Azog flings the head forward. It bounces and tumbles down the rocky earth, landing directly at Thorin's feet.

THORIN
NO!

INT. BEORN'S HOUSE - WILDERLAND - NIGHT

Gandalf's pipe drops from his mouth. He is disturbed by this tale, even though he has heard it before.

(CONTINUED)
Thrain, Thorin's father, was driven mad by grief. He went missing, taken prisoner or killed. We do not know.

Thorin has a pained look about his face as Balin presses on.

WIDE ON: Rank upon rank of orc armies massacre the dwarves. Their bodies fall from the cliffs around Moria. A MORBID WATERFALL.

BALIN (V.O.)
We were leaderless. Defeat and death were upon us.

Dwarves begin to flee the battleground. The orcs have the upper hand.

CLOSE ON: Balin looks to Thorin, still facing the window. His face glows with pride. The dwarves begin to STIR from the ground.

BALIN
That is when I saw him. The young dwarf prince facing down the Pale Orc.

ANGLE ON: Thorin marches toward Azog, ready for battle. He is armed with SWORD AND SHIELD, a FINE PLATE OF ARMOR protecting him.

BALIN (V.O.)
He stood alone against this terrible foe.

Azog swings his mace, knocking away Thorin's shield. Thorin hacks at Azog, but with another swing of the mace, he finds his sword flying out of his hands as well.

The force of the blow causes Thorin to fall backwards. Azog makes his way towards him, GOING IN FOR THE KILL. Just then, Thorin grabs a near OAKEN BRANCH, dodging at Azog's swing.

(CONTINUED)
Thorin gets to his feet again, blocking every fall of Azog's mace with his branch.

BALIN (V.O.) (CONT'D)
His armor rent, he wielded nothing but an oaken branch as a shield.

CLOSE ON: A powerful swing sends Thorin to the ground once again. Azog looms over Thorin, ready to kill. A fallen sword lies beside Thorin. Quickly, he picks up the weapon and rises.

ANGLE ON: Thorin charges forward, his sword meeting with Azog's mace. Determined, Thorin checks a blow against Azog. The orc stumbles backwards. He swings his sword, slicing off Azog's head. Thorin has cut the head off the snake.

BALIN (V.O.) (CONT'D)
Azog the Defiler learned that day that the Line of Durin could not be so easily broken. From that day forth, Bolg had sworn to avenge his father.

WIDE ON: Thorin raises Azog's head above his own, SHOUTING WAR CRIES. Bolg looks on from the battleground, enraged.

Thorin rallies his men, charging against their enemies with savage force. The remaining orcs are wiped out.

BALIN (V.O.) (CONT'D)
Our forces rallied and drove the orcs back. Our enemy had been defeated.

CROSSFADE:

EXT. MORIA GATES - MISTY MOUNTAINS - DAY - LATER (FLASHBACK)

The empty battlefield is covered in the corpses of dwarves and orcs alike.

CLOSE ON: The surviving dwarves weep with one another over their losses.

BALIN (V.O.)
But there was no feast nor song that night, for our dead were beyond the count of grief. We few had survived.

(CONTINUED)
Balin, battle-scarred and weeping, looks up at the field. He spots Thorin striding across the battleground, his oaken branch in hand.

Balin (V.O.) (Cont'd)
And I thought to myself then: there is one who I could follow. There is one I could call king.

INT. BEORN'S HOUSE - WILDERLAND - NIGHT
Thorin turns away from the window, visibly moved. All of the dwarves have woken and are standing in awe before Thorin. A warm smile splits across Balin's face.

Bilbo still seems befuddled.

Bilbo
But Bolg of the North, he's still out there.

Thorin steps closer to Bilbo, swollen in his pride.

Thorin
Aye. But we'll be waiting for him.

Gandalf and Thorin exchange glances. A hint of doubt lies under Gandalf's smile.

EXT. FOREST - WILDERLAND - NIGHT
Angle on: Bolg and his company watch the house from a distance. Beorn, in his bear form, circles around the house, GROWLING. Yazneg approaches Bolg.

Yazneg
(in Black Speech; subtitled)
Attack them now. Kill the dwarf filth while they sleep.

Bolg
(in Black Speech; subtitled)
No. The Beast stands guard. We will kill them on the road.

Bolg turns, looking towards his WARGS.

Wide on: He and his orcs mount the fierce beasts and ride off into the distance. Beorn ambles after them. The bear

(Continued)
CONTINUED:

stumbles over.

Slowly, HIS FORM MELTS into that of a TALL MAN. He rises to his feet, staring to his house in the distance.

INT. BEORN'S HOUSE - WILDERLAND - NIGHT

ANGLE ON: Everyone is asleep. Suddenly, there is a RUSTLING NOISE. Bilbo wakes, quietly peeking out of his BLANKETS. He sees Beorn enter the house. With a SIGH, Beorn closes the door behind him.

EXT. BEORN'S HOUSE - WILDERLAND - DAY

CLOSE ON: PONIES prance through the field, their manes fluttering in the wind

INT. BEORN'S HOUSE - WILDERLAND - DAY

A very large BUMBLEBEE lands on Bilbo's nose. He wakes with a start. The bee flies off, alarmed.

WIDE ON: Quickly, Bilbo puts on his jacket and walks towards the kitchen. Gandalf and the dwarves are all gathered there, with Beorn looming over them.

CLOSE ON: Bilbo sits down at the table. Beorn pours a GLASS OF MILK for Fili, locking eyes with Thorin.

BEORN
So you are the one they call Oakenshield? Tell me, why is Bolg of the North hunting you?

THORIN
You know of Bolg? How?

BEORN
My people were the first to live in the mountains, before the orcs came down from the north. Bolg and his father Azog killed most of my family, but some he enslaved. Not for work, you understand, but for sport. Caging skin-changers and torturing them seemed to amuse him.

Bilbo notices the remnants of MANACLES around Beorn's wrist.

BILBO
There are others like you?

(CONTINUED)
BEORN
Once there were many.

BILBO
And now?

BEORN
Now there is only one.

WIDE ON: Beorn sets down the MILK PITCHER. The dwarves look on in silence.

BEORN (CONT'D)
You need to reach the mountain before the last days of autumn?

GANDALF
Before Durin's Day falls, yes.

BEORN
You are running out of time.

GANDALF
Which is why we must go through Mirkwood.

BEORN
A darkness lies upon that forest. Fell things creep beneath those trees. I would not venture there except in great need.

GANDALF
We will take the Elven Road. That path is still safe.

BEORN
Safe? The Wood-Elves of Mirkwood are not like their kin. They're less wise and more dangerous. But it matters not.

CLOSE ON: Thorin looks troubled.

THORIN
What do you mean?

BEORN
These lands are crawling with orcs. Their numbers are growing, and you (MORE)
BEORN (cont’d)
are on foot. You will never reach
the forest alive.

ANGLE ON: Beorn rises from the table. He glares down at
Thorin.

BEORN (CONT'D)
I don't like dwarves. They're
greedy and blind, blind to the
lives they deem lesser than their
own.

CLOSE ON: Beorn picks up a SCAMPERING MOUSE from the table.
The dwarves watch, nervous. Beorn pets the creature.

BEORN (CONT'D)
But orcs I hate more. What do you
need?

Thorin looks relieved.

EXT. BEORN'S HOUSE – WILDERLAND – DAY

ANGLE ON: The dwarves pack their things onto Beorn's ponies.
Near the edge of the hedges, Bilbo rummages through the
dirt. He picks up an ACORN and slips it in his pocket.

Gandalf and Beorn stand further back, watching the dwarves
mount up.

BEORN
You will leave my ponies before you
enter the forest.

GANDALF
You have my word.

BIRDS CAW in the distance. Gandalf looks up in suspicion.

GANDALF (CONT'D)
We're being watched.

BEORN
Yes. The orcs will not give up.
They will hunt the dwarves until
they seem them destroyed.

GANDALF
Why now? What has made Bolg crawl
from his hole?

(CONTINUED)
BEORN

There is an alliance between the orcs of Moria and the sorcerer in Dol Guldur.

GANDALF

Are you sure of this?

BEORN

Packs have been seen gathering there. Each day, more and more come.

CLOSE ON: A distant ORC SCREAM sounds from the woods. The dwarves perk up in alarm.

GANDALF

What do you know of this sorcerer, the one they call the Necromancer?

BEORN

I know he is not what he seems. Fell things are drawn to his power. Bolg pays homage to him.

THORIN

Gandalf, time is wasting.

ANGLE ON: With a nod, Gandalf marches forward.

BEORN

There is more.

Gandalf stops in his tracks.

BEORN (CONT'D)

Not long past, word spread that the dead had been seen walking near the High Fells of Rhudaur.

GANDALF

The dead?

BEORN

Is it true? Are there tombs in those mountains?

GANDALF

Yes. Yes, there are tombs up there.

CLOSE ON: Beorn seems slightly taken aback.
BEORN
I remember a time when a great evil ruled these lands. One powerful enough to raise the dead. If that enemy has returned to Middle Earth, I would have you tell me.

GANDALF
Saruman the White says it is not possible. The enemy is destroyed and will never return.

BEORN
And what does Gandalf the Grey think?

Gandalf stutters, trying to think of what to say. Suddenly, another loud caw echoes across the grasslands.

BEORN (CONT'D)
Go now, while you have the light. Your hunters are not far behind.

Angle on: As Gandalf mounts his pony, a warg howls. Beorn stands alone, watching the Company ride off into the distance.

119

EXT. ELVEN GATE – MIRKWOOD – DAY

Wide on: The Company rides rapidly across the lands. They stop before a gloomy, forbidding forest. Mirkwood.

Angle on: Gandalf walks into the edge of the forest, passing underneath an ancient archway.

GANDALF
The Elven Gate.

He turns to address the dwarves.

GANDALF (CONT'D)
Here lies our path through Mirkwood.

DWALIN
No sign of the orcs, we have luck on our side.

Gandalf looks doubtful.

(CONTINUED)
WIDE ON: From a distant ridge, Beorn stands watch over them, in his bear form.

GANDALF
Set the ponies loose. Let them return to their master.

ANGLE ON: Bilbo and the dwarves begin to dismount and unsaddle their ponies. Bilbo approaches the forest.

BILBO
This forest feels sick, as if a disease lies upon it. Is there no way around?

GANDALF
Not if we go two hundred miles north, or twice that distance south.

Gandalf goes deeper into the forest and comes across an IVY COVERED STATUE. From outside the gate, Bilbo fiddles with the Ring in his pocket.

IMAGE: Galadriel stands in Rivendell, observing the sunrise.

GALADRIEL (V.O.)
Something moves in the shadows, unseen, hidden from our sight. Every day it grows in strength. Beware the Necromancer. He is not what he seems.

CLOSE ON: From the gate, Bilbo continues to play with the Ring.

IMAGE: The EYE OF SAURON flickers onto the screen.

CLOSE ON: Startled, Bilbo takes his hand out of his pockets.

Gandalf yanks back the vines, revealing the Eye of Sauron PAINTED onto the statue. The wizard stumbles back in shock.

GALADRIEL (V.O.) (CONT'D)
If our enemy has returned, we must know. Go to the tombs in the mountain.

The wizard nods in agreement.

(CONTINUED)
THE HOBBIT: AN UNEXPECTED... (SCRIPTED EDIT) 11/6/15 112.

CONTINUED: (2)

GANDALF
The High Fells. So be it.

WIDE ON: The unladen ponies trot away from the Elven Gate. Gloin is nearly finished unsaddling Gandalf's horse when he emerges from the forest.

GANDALF (CONT'D)
Not my horse! I need it!

CLOSE ON: As Gandalf strides forward, Bilbo and the dwarves look up in surprise.

BILBO
You're not leaving us?

GANDALF
I would not do this unless I had to.

Thorin looks deeply displeased. Gandalf stops next to Bilbo, looking down at him with suspicion.

GANDALF (CONT'D)
You've changed, Bilbo Baggins. You're not the same hobbit as the one who left the Shire.

BILBO
I was going to tell you -
(beat)
I found something in the Goblin Tunnels.

GANDALF
Found what?

Gandalf leans forward, curious. Bilbo looks up at him, STUTTERING as he fumbles with the Ring in his pocket.

GANDALF (CONT'D)
What did you find?

Bilbo removes his hand from his pocket.

BILBO
My courage.

GANDALF
Good. Well, that's good; you'll need it.

(CONTINUED)
ANGLE ON: Gandalf turns and begins to mount his horse.

GANDALF (CONT'D)
I'll be waiting for you at the overlook before the slopes of Erebor. Keep the map and key safe. Do not enter that mountain without me. This is not the Greenwood of old. The very air of the forest is heavy with illusion. It will seek to enter your mind and lead you astray.

Confused, Bilbo turns to the dwarves surrounding.

BILBO
Lead us astray? What does that mean?

A LIGHT RAIN begins to come down from the skies.

GANDALF
You must stay on the path; do not leave it. If you do, you will never find it again.

CLOSE ON: Gandalf climbs on top of his horse's SADDLE. He gives the dwarves one last glance, before he rides into the forest.

GANDALF (CONT'D)
No matter what may come, you must stay on the path!

ANGLE ON: Thorin watches him leave. He turns, and leads the company into the forest.

THORIN
Come on. We must reach the mountain before the sun sets on Durin's Day. This is our one chance to find the hidden door.

CRANE SHOT: The Company files into Mirkwood. PANNING UP, we see an endless field of DARK, GLOOMY TREES spanning the horizon.

EXT. ELVEN PATH - MIRKWOOD - DAY

ANGLE ON: The Company follows the ELVEN PATH. At one point, Thorin brushes aside some LEAVES to see that the stones
round a corner.

THORIN
The path turns this way.

Bilbo and the dwarves follow at his word.

IMAGES: The path twists and turns throughout the forest, leading across BARE GROUND, HIGH LEDGES, and FALLEN TREE TRUNKS.

IMAGE: Further along, Dwalin thumps his hammer onto the ground. The metal CLUNCKS against the stone path.

DWALIN
This way.

IMAGE: As the dwarves press on, they become further and further DISORIENTATED.

OIN
Air, I need air. My head, it's swimming.

Oin looks above him. FIREFLIES flutter around his head. Perplexed, Oin turns back to the path ahead.

EXT. STONE BRIDGE - MIRKWOOD - DAY

ANGLE ON: The dwarves cross a STONE BRIDGE leading over a MURKY STREAM. Bilbo is the first to reach the other side.

CLOSE ON: Exhausted, Bilbo takes a seat. Thorin, holding a BOW AND ARROW, jumps down from the bridge. He lands beside a startled Bilbo.

Suddenly, there is a RUSTLING NOISE from the trees.

Bilbo rises, as he sees a WHITE STAG TROT into a clearing. It SHIMMERS against the gloomy forest backdrop, like a beacon of hope.

From beside him, Thorin slowly DRAWS HIS BOW.

BILBO
What are you doing?

Thorin and the stag locks eyes. For a moment, he seems to hesitate.

(CONTINUED)
WIDE ON: He FIRES THE ARROW nonetheless. It misses, sending the stag running off into the woods.

BILBO (CONT'D)
You shouldn't have done that. It's bad luck.

CLOSE ON: Thorin shakes his head, oddly enraged.

THORIN
I don't believe in luck. We make our own luck.

EXT. MIRKWOOD - NIGHT

WIDE ON: Darkness settles in between the Mirkwood trees. The dwarves wander the forest, aimless and exhausted.

ANGLE ON: Gloin stamps the end of his axe against the ground. There is no sound of metal on stone.

KILI
We need to take a rest.

Thorin nods in agreement, disorientated. The dwarves stop to catch their breath. Bilbo sits beside a CLUMP OF SPIDERWEBS.

CLOSE ON: Bilbo perks up in alarm. STRANGE WHISPERS echo around the forest.

BILBO
What is that? Those voices, can you hear them?

THORIN
I hear nothing. No wind, no birds.

He stares up at the ROOF OF LEAVES, glowing blue in the moonlight.

THORIN (CONT'D)
What hour is it?

DWALIN
I do not know. I don't even know what day it is.

THORIN
This is taking too long. Too long! Is there no end to this accursed forest?

(CONTINUED)
GLOIN

None that I can see. Only trees and more trees!

Gloin looks around him, strangely panicked.

ANGLE ON: Thorin slowly walks forward, seeing something.

THORIN

There! This way!

OIN

But Gandalf said -

THORIN

Do as I say; follow me!

The dwarves trudge forward.

CLOSE ON: Bilbo still sits beside the webs, hearing the voices. He absentmindedly PLUCKS the webs, which VIBRATES. The vibrations carry onto other linked webs, leading off into the forest. Bilbo looks up, troubled.

ANGLE ON: He rises, pointing to the Elven Path behind him.

BILBO

Wait! Stop! We can't leave the path! We must stay on the path!

No one answers.

EXT. MIRKWOOD - DAY

CLOSE ON: Bilbo and the dwarves stumble forward. Bilbo looks down, and sees his feet WALK BACKWARDS. He looks back up, bewildered.

Bilbo turns to Gloin walking behind him. He sees HIMSELF staring back at him. Even more confused, Bilbo turns back around him. He continues down the forest, his vision TILTING and SHIFTING.

ANGLE ON: Gloin leans down and picks up a TOBACCO POUCH.

GLOIN

Look. A tobacco pouch. There's dwarves in these woods.

Fili takes the pouch from Gloin. He looks surprised.

(CONTINUED)
FILI
Dwarves from the Blue Mountains, no less. This one is exactly the same as mine.

BILBO
Because it is yours. You understand? We're going around in circles. We are lost!

DWALIN
We're not lost. We keep heading east.

OIN
But which way is east? We've lost the sun!

The dwarves begin to BICKER INDISTINCTLY.

HIGH ANGLE: Bilbo peers up at the leaves above. A bit of sunlight creeps through the tree canopy far above him.

BILBO
The sun. We have to find the sun. Up there! We need to -

ANGLE ON: He turns to the dwarves. They begin to PUSH and SHOVE one another. Thorin stands away from the others, listening. He hears LOW WHISPERING.

THORIN
What was that?
(turns to the others)
Quiet, all of you! We're being watched.

Bilbo begins to climb the CROOKED TREES. Around him, masses of spiderwebs are interwoven through the forest.

EXT. TREETOPS - MIRKWOOD - DAY

WIDE ON: Bilbo pops out of the MULTICOLORED TREETOPS of Mirkwood. His head clears, as if a spell has been broken. Bilbo LAUGHS, relieved, as BLUE BUTTERFLIES flutter around him.

In the distance, he sees RIVERS and LAKES.

BILBO
I can see a lake! And a river.

(CONTINUED)
He spots something on the horizon. THE LONELY MOUNTAIN.

BILBO (CONT'D)
And the Lonely Mountain! We're almost there! Can you hear me? I know which way to go!

The dwarves do not reply.

BILBO (CONT'D)
Hello?

From below, he can hear TREES CRACKING. The treetops RUSTLE, as if something is approaching. Worried, Bilbo creeps below the treeline.

EXT. MIRKWOOD - DAY

ANGLE ON: Bilbo peers below him. He steps forward, and his feet catch on a SPIDERWEB. Bilbo falls downward, bouncing off SEVERAL BRANCHES, SCREAMING all the while.

He lands on another branch, catching his breath. He watches in horror as the webs part, revealing a GINORMOUS SPIDER. It opens its fangs and HISSES, sending Bilbo to fall backwards onto a MASSIVE SPIDERWEB.

The spider CRAWLS forward, quickly wrapping Bilbo up inside the web.

EXT. MIRKWOOD - DAY - LATER

CLOSE ON: Wrapped up in webs, the dwarves dangle down from tree branches. Several LARGE SPIDERS creep around them, whispering to each other.

ANGLE ON: One particular spider tows a web-encased Bilbo towards the dwarves. As the spider feels him up, Bilbo slowly begins to awake. He looks up through the webs, startled.

Bilbo manages to swing his sword, cutting through both the web and the spider. The creature HOWLS IN PAIN, staggering backwards. It goes flying off of the branch, dead.

Bilbo rips off the web cocoon and rises. He sees the dwarves and the spiders surrounding them. Carefully, Bilbo creeps behind a tree trunk and slips on his Ring.

CLOSE ON: He is transported into the blurry Ring World once again. The spiders' whispering ECHOES around him.

(CONTINUED)
SPIDER #1
Kill them, kill them now!

SPIDER #2
Eat them now, wet and runny!

SPIDER #3
Their hide is tough! There's good juice inside!

SPIDER #1
Stick it again! Stick it again! Finish it off!

ANGLE ON: The spiders approach Gloin, wrapped in his own web-cocoon. He springs to life, kicking against the GLOSSY WEBS. He can't do much.

SPIDER #4
Ah! The meat's alive and kicking!

SPIDER #1
Kill them now! Kill them now!

SPIDER #2
Feast! Feast! Feast!

All of the spiders take up the chant, circling around the dwarf. Bilbo steps forward, and grabs a PIECE OF WOOD from the trees.

He throws it into the woods below. The spiders perk up, distracted. They all rush together towards the source of the noise.

SPIDER #3
What is it? What is it? Kill it! Feast!

One spider stays behind, preparing to eat Gloin. The dwarf KICKS and WAILS against the spider.

SPIDER #2
Fat and juicy! Just a little taste!

Invisible, Bilbo sneaks up and strikes his sword against the spider's rear. The spider spins around and HISSES, but Bilbo still hacks away at the creature.

SPIDER #2 (CONT'D)
Curses! Where is it? Where is it?

(CONTINUED)
CLOSE ON: With a grin, Bilbo slips off the Ring.

    BILBO
    Here.

Bilbo drives his sword into the spider's head. It WHIMPERS.

    SPIDER #2
    It stings! Stings! Stings!

ANGLE ON: Bilbo pulls out his sword, sending the spider crashing to the ground. Bilbo examines his sword.

    BILBO
    Sting. That's a good name.

He looks to where the other dwarves are wrapped up.

    BILBO (CONT'D)
    Sting.

Bilbo walks forward, using Sting to cut down the dwarves from their branches.

CLOSE ON: They land on the forest floor, and proceed to rip off their wrappings, CURSING and YELLING. Fili emerges from his cacoon, PANICKED.

    FILI
    Where's Bilbo?

Bilbo peers down at the dwarves, waving.

    BILBO
    I'm up here!

Suddenly, a spider jumps at Bilbo from underneath the branch.

ANGLE ON: The hobbit falls backwards, and the spider pins him to the ground. Bilbo manage to raise his sword, and stabs the spider through the belly.

The spider begins to fall off the branch. Entangled in its legs, Bilbo falls with it, SCREAMING all the while. As they fall, the Ring slips out of Bilbo's grasp.

He lands on the LEAF COVERED GROUND and begins to search for the Ring, desperate.

    (CONTINUED)
The dwarves begin to rush out of their web cocoons, brandishing weapons. Dozens of spiders approach the Company. They hiss and snarl as they creep forward.

The dwarves begin to hack away at the army of spiders. Left and right, the dead fall to the ground. Oin is knocked to the ground by one spider. It looms over him, ready to feast.

Dwalin
Grab a leg!

Dwalin leads the others towards the spider. Each dwarf grabs one or two legs and pulls. The legs plop off of the spider's body. Dismembered, the spider falls on top of Oin, dead.

Close on: Further off, Bilbo continues to search for the Ring. He seems greatly distressed. Panicked.

Bilbo
Where is it? Where is it? Where is it?

He freezes. Slowly, Bilbo looks over his shoulder.

Wide on: The Ring lies on the nearby ground, unstained and un tarnished by the mud and dirt.

Angle on: Relieved, Bilbo steps forward.

Suddenly, a small, pale spider emerges from the ground. The spider pushes the Ring aside as it crawls forward.

Bilbo looks at the spider, infuriated. He raises Sting high above his head, and runs forward with a yell.

He hacks and slashes away at the spider. The spider falls to the ground, dead. Still, Bilbo slices away, berserk. He cuts away legs, feelers, and more. Finally, he jumps and sends the sword down into the spider's head.

Close on: Bilbo catches his breath, staring down at the Ring. He picks it up, holding the Ring beside his face.

Bilbo (cont'd)
Mine.

Satisfied, Bilbo sits next to the dead spider. He examines the Ring, turning it forwards and backwards in his hands.

Finally, what he has just done dawns on Bilbo. Disgusted, Bilbo looks at the spiderwebs and gore covering him.

(Continued)
SHOUTING sounds from the distance.

ANGLE ON: The dwarves are killing off the last of the spiders. Their swords rise and fall, slicing away legs and digging into brains. Thorin pauses amongst the chaos, looking up at the treetops.

Above them, a BLONDE ELF runs through the branches. He grabs onto SPIDER SILK, sliding down to the ground. The elf lands on the ground, sliding towards the dwarves. As he moves, he kills the spiders around him.

Finally, the elf comes to a halt. He points an arrow at Thorin, revealing him to be -

LEGOLAS

Do not think I won't kill you dwarf. It would be my pleasure.

LEGOLAS GREENLEAF.

WIDE ON: DOZENS OF WOODLAND ELVES encircle the Company, bows drawn. Legolas turns to the others.

LEGOLAS (CONT'D)

Search them!

ANGLE ON: The elves begin to riffle through the dwarves' coats and pockets. One elf, TAURIEL, stands over Fili, confiscating his MANY KNIVES.

CLOSE ON: Legolas pulls an AMULET from Gloin's beard.

GLOIN

Give it back! That's private!

Legolas sees a picture of a dwarf inside.

LEGOLAS

Who is this? Your brother?

GLOIN

That is my wife.

Legolas looks at the other picture. A picture of a dwarf child.

LEGOLAS

And what is this horrid creature? A goblin mutant?
GLOIN
That's my wee lad, Gimli.

Legolas raises his eyebrow in contempt. Tauriel steps towards Legolas, carrying several of Fili's knives.

LEGOLAS
(in Elvish; subtitled)
Are the spiders dead?

TAURIEL
(in Elvish; subtitled)
Yes, but more will come. They're growing bolder.

Legolas looks only vaguely troubled. An elf steps forward, handing Legolas Thorin's sword, Orcrist.

LEGOLAS
(in Elvish; subtitled)
This is an ancient Elvish blade. Forged by my kin.
(in the Common Tongue)
Where did you get this?

ANGLE ON: He points the sword towards Thorin.

THORIN
It was given to me.

LEGOLAS
Not just a thief, but a liar as well.

Legolas shouts a command to the other elves. They begin to lead the dwarves out of the forest.

CLOSE ON: As they walk, Fili looks to Thorin, troubled.

FILI
Where's Bilbo?

Thorin scans the forest. There is no sign of Bilbo.

EXT. GATES - WOODLAND REALM - DAY

WIDE ON: The dwarves are led over a bridge and through the gates. Their CHAINS JINGLE as they walk into the WOODLAND REALM.

ANGLE ON: Legolas turns to the elf standing guard.
LEGOLAS  
(in Elvish; subtitled)  
Close the gate.

Invisible, Bilbo rushes forward. Legolas pauses, looking behind him. He sees nothing. He turns and walks into the gate. The elf guard closes it behind him. Bilbo manages to slip in at the last moment.

INT. WOODLAND REALM – DAY

WIDE ON: The dwarves are led through the wooden walkways of the Woodland Realm. The entire place is built out of TREE ROOTS in a SUBTERRANEAN CAVERN.

INTERCUT:

INT. THRONE ROOM – WOODLAND REALM – DAY

TEASING SHOTS: The Elvenking, THRANDUIL, sits on his wooden throne. He stares, INTENSE, at the dwarves as they are led into his kingdom.

INT. ELVEN CELLS – WOODLAND REALM – DAY

ANGLE ON: The dwarves are pushed into several cells. The dwarves SHOUT AND PROTEST through the metal bars.

DWALIN  
This is not the end of it! Do you hear me?

GLOIN  
Let us out of here!

An elf inspects Fili once again, and finds another large knife in his coat. Fili SIGHS IN FRUSTRATION as he is dragged into his cell.

CLOSE ON: Fili watches from his cell. Tauriel begins to close the door.

KILI  
Aren't you going to search me? I could have anything down my trousers.

TAURIEL  
Or nothing.

She slams the door in his face.

(CONTINUED)
CONTINUED:

ANGLE ON: The elves file out of the corridor.

Several dwarves begin to throw themselves against the cell doors, GRUNTING in their effort. Balin shakes his head.

BALIN
Leave it! There's no way out! This is no Orc dungeon; these are the halls of the Woodland Realm. No one leaves here but by the king's consent.

Disappointed, the dwarves sit and sulk in their cells.

INT. THRONE ROOM - WOODLAND REALM - DAY

WIDE ON: Thorin stands before King Thranduil. The Elvenking circle around the dwarf, glaring down at him.

THRANDUIL
Some may imagine that a noble quest is at hand. A quest to reclaim a homeland and slay a dragon. I myself suspect a more prosaic motive: attempted burglary, or something of that ilk.

CLOSE ON: Thranduil looks closely at Thorin.

THRANDUIL (CONT'D)
You have found a way in. You seek that which would bestow upon you the right to rule: The King's Jewel. The Arkenstone. It is precious to you and your people beyond measure. I understand that. There are gems in the mountain that I too desire. White gems of pure starlight. I offer you my help.

THORIN
I am listening.

THRANDUIL
I will let you go if you but return what is mine.

ANGLE ON: Thorin begins to pace up and down the throne room. He seems amused.

(CONTINUED)
THORIN
A favor for a favor.

THRANDUIL
You have my word. One king to another.

THORIN
I would not trust Thranduil, the great king, to honor his word, should the end of all days be upon us!

Enraged, Thorin spins around and points to Thranduil.

THORIN (CONT'D)
You lack all honor! I have seen how you treat your friends! We came to you once, starving, homeless, seeking your help, but you turned your back. You turned away from the suffering of my people and the inferno that destroyed us!

(in Dwarvish)
Die a death of flames!

CLOSE ON: Infuriated, Thranduil leans forward. He and Thorin are nose to nose.

THRANDUIL
Do not speak to me of dragon fire. I know its wrath and ruin.

Suddenly, Thranduil's face contorts, revealing hidden BURNS and SCARS. Thorin looks surprised.

THRANDUIL (CONT'D)
I have faced the great serpents of the north.

ANGLE ON: He draws away, his face returning to normal.

THRANDUIL (CONT'D)
I warned your grandfather of what his greed would summon, but he would not listen. You are just like him.

Thranduil motions to the guards. They begin to drag Thorin away, as Thranduil returns to his throne.

(CONTINUED)
THRANDUIL (CONT'D)
Stay here if you will, and rot. A hundred years is a mere blink in the life of an elf. I am patient. I can wait.

INT. ELVEN CELLS - WOODLAND REALM - DAY

CLOSE ON: Thorin is thrown into a cell. The guards walk off with a pair of JANGLING KEYS.

ANGLE ON: Balin rises in his cell across the hall.

BALIN
Did he offer you a deal?

THORIN
I told him he could go die a death of fire. Him and all his kin!

BALIN
Well, that's that then. The deal was our only hope.

THORIN
Not our only hope.

CLOSE ON: Thorin peers out of his cell, hopeful.

INT. THRANDUIL'S CHAMBERS - WOODLAND REALM - NIGHT

Bilbo, still invisible, peeks out behind a column. He steps into the room. Thranduil steps out from a corner.

THRANDUIL
I know you're there. Why do you linger in the shadows?

Bilbo freezes.

TAURIEL
I was coming to report to you.

ANGLE ON: Tauriel steps out of the staircase behind him. Bilbo is greatly relieved.

THRANDUIL
I thought I ordered that nest to be destroyed not two moons past.
TAURIEL
We cleared the forest as ordered, my lord, but more spiders keep coming up from the south. They are spawning in the ruins of Dol Guldur, if we could kill them at their source.

THRANDUIL
That fortress lies beyond our borders. Keep our lands clear of those foul creatures, that is your task.

TAURIEL
But will they not spread to other lands?

THRANDUIL
Other lands are not my concern. The fortunes of the world may rise and fall, yet here in this kingdom, we will endure.

Bilbo scuffles out of the chamber. Thranduil looks his way, suspicious. Tauriel bows, and leaves Thranduil to himself.

INT. WINE CELLAR – WOODLAND REALM – NIGHT

Bilbo sneaks into the wine cellar. Elves are tying EMPTY BARRELS together. ELROS approaches them, carrying a RING OF DUNGEON KEYS in his hands.

ELROS
These empty barrels should have been sent back to Esgaroth hours ago. The bargeman will be waiting for them.

A DRUNK ELF stumbles forward.

DRUNK ELF
Say what you like about our ill tempered king and his excellent taste in wine. Come, Elros, try it.

ELROS
I have the dwarves in my charge.

(CONTINUED)
They're locked up, where can they go?

The drunk elf takes the keys from Elros and hangs them on a hook on the wall. Bilbo takes note of the hanging keys.

**EXT. HILLSIDE — RHUDUAR — DAY**

Wide on: Gandalf carefully ventures up a steep hillside. In the distance, stone cliffs rise past the horizon.

**EXT. CLIFFS — RHUDUAR — DAY**

Gandalf climbs a narrow, stone staircase built into the side of the tall, bare mountain. Just as he reaches a doorway carved into the rock, the step beneath him gives way. Quickly, Gandalf catches himself and climbs onto the doorway entrance.

Close on: Gandalf holds onto a set of interlocking metal bars bent away from the doorway. Long ago, they had covered the entrance.

Cautious, Gandalf steps inside.

**INT. HIGH FELLS — RHUDUAR — DAY**

Angle on: Suddenly, he is grabbed by some invisible force and pulled through a short tunnel in the mountain.

He comes to a halt at the end of the tunnel, which leads into a vast and cavernous hollow. Catching his breath, Gandalf peers over the edge of the ledge. A dark, empty pit lies below, leading into some unknown darkness.

Close on: Gandalf cradles the top of his staff in his hand and blows. The staff begins to glow white.

Angle on: With this light, he examines his surroundings. On the far wall, he sees metal bars torn away from another doorway. The doorway of a crypt.

Slowly, he steps forward on narrow stones set in the side of the cavern. He reaches the crypt doorway and steps inside.

**INT. CRYPT — HIGH FELLS — DAY**

Close on: Gandalf finds a crumbled tomb inside the ancient crypt. Slowly, he approaches it, using the light of his

(Continued)
staff as a guide.

Suddenly, TWO BIRDS fly out of the broken tomb. Gandalf gives a start, turning to look behind him. Radagast stands at the crypt entrance.

GANDALF
Oh, it's you!

RADAGAST
Why am I here, Gandalf?

GANDALF
Trust me, Radagast, I would not have called you here without good reason.

Radagast removes his hat, letting the birds settle into the nest lying on top of his head. Radagast replaces the hat, looking hard at the surrounding crypt.

RADAGAST
This is not a nice place to meet.

GANDALF
No, it is not.

INT. HIGH FELLS - RHUDAUR - DAY

ANGLE ON: Gandalf and Radagast step out of the crypt, examining the RUNES surrounding the doorway.

RADAGAST
These are dark spells, Gandalf; old and full of hate. Who's buried here?

GANDALF
If he had a name, it's long since been lost. He would have only been known as a servant of evil. One of a number. One of nine.

With his staff, Gandalf illuminates the cavern below. EIGHT OTHER CRYPTS lie below, their metal bars BENT and BROKEN AWAY.

EXT. HILLTOP - RHUDAUR - DAY

WIDE ON: Gandalf and Radagast rush down a HILLSIDE, urgent in their business.

(CONTINUED)
RADAGAST
Why now, Gandalf? I don't understand.

GANDALF
The Ringwraiths have been summoned to Dol Guldur.

RADAGAST
But it cannot be the Necromancer. A human sorcerer could not summon such evil.

GANDALF
Who said it was human?

ANGLE ON: Radagast stops abruptly.

GANDALF (CONT'D)
The Nine only answer to one master. We've been blind, Radagast, and in our blindness, the enemy has returned.

CLOSE ON: Radagast looks shocked.

GANDALF (CONT'D)
He is summoning his servants. Bolg of the North is no ordinary hunter. He is a commander, a commander of legions. The enemy is preparing for war. It will begin in the east. His mind is set upon that mountain.

ANGLE ON: Gandalf turns and begins to walk down the hill. Radagast follows behind him.

RADAGAST
Where are you going?

GANDALF
To rejoin the others!

RADAGAST
Gandalf!

Gandalf looks back to Radagast, earnest.

GANDALF
I started this; I cannot forsake them. They are all in grave danger.

(CONTINUED)
RADAGAST
If what you say is true, the world is in grave danger. The power in that fortress will only grow stronger.

GANDALF
You want me to cast my friends aside?

CLOSE ON: Gandalf looks away, CONFLICTED.

INT. ELVEN CELLS – WOODLAND REALM – DAY
WIDE ON: Sunlight filters in through the prison corridor.

FILI
I'll wager the sun is on the rise. It must be nearly dawn.

CLOSE ON: Kili stands behind his cell door, looking defeated.

KILI
We're never going to reach the mountain are we?

Bilbo emerges in front of the cell, holding up the ring of keys.

BILBO
Not stuck in here you're not!

The other dwarves spring to their doors. They EXCLAIM in surprise.

BALIN
Bilbo!

BILBO
Shush! There are guards nearby!

Bilbo unlocks Thorin's door. Thorin looks impressed as Bilbo goes to the other cells and unlocks the rest of them.

ANGLE ON: The dwarves begin to walk up some stairs.

DWALIN
The stairs! You first!

(CONTINUED)
BILBO
Not that way, down here. Follow me.

Bilbo leads the dwarves down another flight of stairs, leading to the cellars.

INT. WINE CELLAR – WOODLAND REALM – DAY

CLOSE ON: Elros and the others SNORE from a table. FOOD is scattered around the table, and GOBLETS OF WINE are clutched in their hands.

The dwarves look in disbelief to Bilbo.

KILI
I don't believe it; we're in the cellars!

GLOIN
You're supposed to be leading us out, not further in!

BILBO
I know what I'm doing. This way,

ANGLE ON: Bilbo points to the stack of barrels. They are all OPENED.

INT. ELVEN CELLS – WOODLAND REALM – DAY

CLOSE ON: The elven guards open the cells and find them empty.

INT. WINE CELLAR – WOODLAND REALM – DAY

ANGLE ON: The dwarves crowd around the barrels, skeptical.

BILBO
Everyone, climb into the barrels! Quickly!

DWALIN
Are you mad? They'll find us!

BILBO
No, no, they won't, I promise you. Please, please, you must trust me!

The dwarves mill around, indecisive. Thorin and Bilbo exchange glances. He turns to the others.

(CONTINUED)
CONTINUED:

THORIN
Do as he says.

Without question, the dwarves begin to climb into the barrels, hardly able to fit inside. Fili pops his head out of his barrel.

FILI
What do we do now?

Bilbo stands beside a LARGE LEVER.

BILBO
Hold your breath.

FILI
Hold my breath? What do you mean?

Bilbo furiously pulls on the lever and floor beneath the barrels OPENS UP. The dwarves are sent into the river below with a SPLASH. The floor closes behind them. Bilbo stands beside the lever, triumphant.

CLOSE ON: The elves begin to wake from their stupor, hearing the TUMBLING NOISE. Bilbo looks deeply troubled.

INT. ELVEN CELLS - WOODLAND REALM - DAY

ANGLE ON: Tauriel strides past the empty cells. She turns to the elven guards.

TAURIEL
Where is the keeper of the keys?

INT. WINE CELLAR - WOODLAND REALM - DAY

Bilbo stomps against the trap door, frantic. The elves rise from the table.

INT. WOODLAND REALM - DAY

WIDE ON: Tauriel leads the elven guards down a GRAND FLIGHT OF STAIRS. The cellar is seen in the distance.

INT. WINE CELLAR - WOODLAND REALM - DAY

CLOSE ON: Bilbo looks up, seeing Tauriel and the other elves.

ANGLE ON: He quickly shuffles backwards, tipping the floor back. With a SCREAM, he falls into the river below.
CLOSE ON: Bilbo surfaces from under the water. He quickly grabs onto Oin's barrel.

**THORIN**
Well done, Master Baggins.

Bilbo holds up his hand in thanks. Thorin turns to the other dwarves.

**THORIN**
Come on, let's go!

ANGLE ON: The dwarves paddle with their hands as the river pulls the barrels along.

**INT. WOODLAND REALM - DAY**

WIDE ON: Elves rush along passageways in the Woodland Realm. Through the tree roots far below them, the dwarves are seen floating along.

**EXT. FOREST RIVER - WOODLAND REALM - DAY**

ANGLE ON: The dwarves emerge into the sunlight. A LARGE WATERFALL lies in their path.

**THORIN**
Hold on!

CLOSE ON: Bilbo and the dwarves plunge through the rapids, half drowned.

WIDE ON: The barrels bump into one another as they bob down the RAGING RIVER.

**EXT. GATEWAY - WOODLAND REALM - DAY**

ANGLE ON: Legolas and Elros emerge from a back gate. They spot the dwarves in the distance. Legolas turns to Elros.

**LEGOLAS**
(in Elvish; subtitled)
Shut the gate.

As Legolas races back inside, Elros pulls out a HORN. He blows, sending a LOUD BLAST OF SOUND.

**EXT. FOREST RIVER - WOODLAND REALM - DAY**

The dwarves round a corner in the river. A STONE GUARDPOST is built above the river, an open SLUICE GATE underneath.

(CONTINUED)
CLOSE ON: HEAVILY ARMORED ELVES stand guard. One of the elves pull a LEVER, closing the sluice gate.

THORIN

No!

The barrels come to a stop before the gate. Thorin grabs onto the grate and pushes against it, DESPERATE as the other barrels pile up.

ANGLE ON: The elves draw out their swords, ready to spring into action.

Suddenly, an elf is shot in the back. He falls forward, revealing an ORC crouched behind him. The orc SNARLS, leading a TROOP OF ORCS onto the guardpost. They wipe out the other elves.

CLOSE ON: Bilbo and the dwarves look up, surprised. The dead elves begin to fall into the water.

FILI

Watch out! There's orcs!

ANGLE ON: From the riverbank, a MULTITUDE OF ORCS run out of the bushes, led by Bolg.

BOLG

(in Black Speech; subtitled)

Slay them all!

Orcs begin to throw themselves at the dwarves. Bilbo kills several with Sting. The dwarves take the Orcish weapons, using them to fend off the hoard of orcs.

CLOSE ON: Kili looks up, noticing the lever from above. He gets out of his barrel and runs toward the lever.

DWALIN

Kili!

ANGLE ON: Dwalin throws Kili and ORC SWORD. Kili catches it, cutting down orcs as he makes for the lever.

From the riverbank, ELVES have begun to come onto the scene. Bolg crushes them with his MACE. Just then, he notices Kili on the guardspost. Bolg pulls out a LARGE BOW, and readies an arrow.

(CONTINUED)
Kili reaches the lever. Suddenly, an arrow comes pelting towards him. Ducking, he dodges the arrow and pulls the lever.

WIDE ON: The sluice opens, letting the dwarves sail out into the wild river.

From the riverbank, Bolg fires another arrow.

ANGLE ON: Kili dodges once again. Bolg fires a third arrow. Kili expertly dodges for the third time. He jumps into his barrel, floating down the forest river.

CLOSE ON: Bolg watches the dwarves sail away.

BOLG
(in Black Speech; subtitled)
After them!

ANGLE ON: The orcs rush forward, following the river on land.

The dwarves attempt to steer through the river to no avail. The river is far too RAPID. They BOB UP AND DOWN the river, waves crashing over them.

CLOSE ON: Bilbo hangs onto Oin's barrel for dear life, COUGHING and SPLUTTERING all the while.

WIDE ON: Orcs from either side of the riverbank fire ARROW AFTER ARROW at the Company.

Bilbo and the dwarves reach yet another waterfall. Water SPLASHES OVER THEM. They reach the surface, nearly drowned. Their eyes, ears and mouths FILLED WITH WATER.

ANGLE ON: From the guardpost, Tauriel and Legolas cut down the orcs. Left and right, SLUMPED BODIES fall into the river.

WIDE ON: The two elves jump over the guardpost, landing onto the riverbank. Weapons raised, they race after Bolg and his orcs.

CLOSE ON: An orc leaps out at Thorin. Thorin slices the orc away, and continues to speed down in the river.

ANGLE ON: Legolas and Tauriel draw out their bows. They take out the ORC ARCHERS, never needing more than one arrow for each orc. Other elves dart along the riverbank, fighting

(CONTINUED)
without mercy.

As the dwarves twist and turn down the river, dead orcs fall into the river beside them. One orc makes to leap after Balin from an OVERHANGING TREE BRANCH.

Mid-jump, Thorin throws his sword, pinning the orc to the branch.

As they continue sailing down the river, the dwarves toss weapons to one another, taking out an orc here and there.

An orc jumps forward and grabs onto Dwalin's barrel. He headbutts the orc, sending it flying backwards. Dwalin manages to catch its weapon. A STEEL AXE.

ANOTHER OVERHANGING BRANCH looms above them, this time with nearly A DOZEN ORCS crouched on top.

THORIN
Cut the log!

Each passing dwarf cuts against the branch, until finally Dwalin gives a MIGHTY SWING. The log breaks apart, falling into the treacherous river.

An orc armed with a JAVELIN springs into the river. He leaps onto Gloin's barrel, digging the javelin into the wood. They go through a SMALL WATERFALL, sending the orc toppling backwards.

Gloin's barrel sails above him. The tip of the javelin rips through the orc, who crashes onto a rock. Gloin's barrel flies through the air, flips over a log, and finally SPLASHES back into the water.

WIDE ON: The elves have caught up with the dwarves. They fight beside them on the riverbank, sending a multitude of dead orcs spiraling down into the river.

ANGLE ON: Legolas jumps over the river, his two feet landing on the heads of Fili and Dwalin.

He sails down the river with this vantage point, shooting down orcs on both sides of the river. Aiming carefully, he manages to skewer two orcs with the SAME ARROW.

Satisfied, he leaps forward and lands on the riverbank. He slides down the hillside, using a dead orc as a board. Legolas strides across the river again, using the dwarves as stepping stones.

(CONTINUED)
He reaches the top of the riverbank, fighting off the last remaining orcs. From behind him, an orc stealthily.

From the river, Thorin throws his sword. It cuts down the orc behind Legolas. Legolas locks eyes with him, surprised. Thorin scowls over at him, until he and the dwarves round a corner. They are out of Thranduil's lands.

WIDE ON: Bolg and the last dozen orcs race after the dwarves.

BOLG
(in Black Speech; subtitled)
After them! Cut them off!

CLOSE ON: Legolas stares after the orcs, WEIGHING THE RISK. Finally, he turns and heads back to the Woodland Realm.

EXT. STONY SHORE – FOREST RIVER – DAY

WIDE ON: The dwarves paddle through the now calm waters of the river. A SLAB OF ROCK juts out of the water nearby.

THORIN
Anything behind us?

BALIN
Not that I can see.

FILI
I think we've outrun the orcs.

THORIN
Not for long. We've lost the current.

OIN
Gloin is half drowned.

THORIN
Make for the shore! Come, let's go!

ANGLE ON: The dwarves climb onto the rocky shore. Kili falls to his feet, exhausted.

THORIN
On your feet.

FILI
Can't we rest?

(CONTINUED)
THORIN
There's an orc pack on our tail. We keep moving.

BALIN
To where?

BILBO
The mountain, we're so close.

BALIN
A lake lies between us and that mountain. We have no way to cross it.

BILBO
So then we go around.

DWALIN
The orcs will run us down, as sure as daylight. We have no weapons to defend ourselves.

CLOSE ON: Thorin nods, troubled. He turns to Fili.

THORIN
Fili, you have two minutes.

ANGLE ON: Relieved, Fili empties his water-filled boot into the river. Slowly, a BOWMAN steps forward on the rocks above the Company. He raises his bow, aiming towards Fili.

The dwarves look up, startled. Dwalin steps in front of Fili, holding out a BRANCH in front of him. He GROWLS.

The Bowman fires the arrow, which lands straight in the branch. Kili raises a rock above his head, but the Bowman shoots it out of his hand.

BOWMAN
Do it again, and you're dead.

Balin looks past the man, seeing a BARGE tethered into a near DOCK. He approaches the Bowman, arms raised.

BALIN
Excuse me, but you're from Laketown, if I'm not mistaken? That barge over there, it wouldn't be available for hire, by any chance?

(CONTINUED)
The Bowman lowers his bow.

CUT TO BLACK:

THE END